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**Transcript Exhibit(s)**

**Docket #(s):** 5-20154A-09-0068

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**Exhibit # :** S1a-S1d, S2-S5, S6a-S6d, S7, S8a, S8b, S9  
S10a-S10k, S11, S12a-S12f, S13, S14

AZ CORP COMMISSION  
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# STATE OF ARIZONA

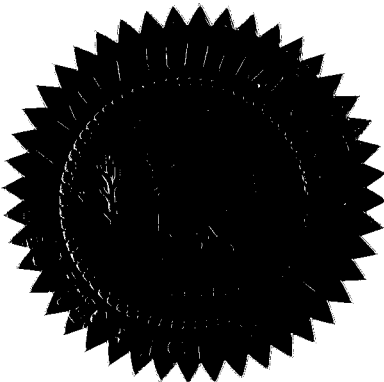


## *Corporation Commission*


### CERTIFICATION

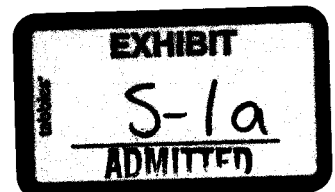
I, Mark Dinell, certify that I am the Assistant Director of the Arizona Corporation Commission's Securities Division and that I have legal custody of the records of the Securities Division. I certify that I have directed a diligent search of the Securities Division records and the records reflect that during the period of August 1, 2008 to February 28, 2009, **Steve John Rogan** has not registered with the Arizona Corporation Commission as a securities salesman or dealer pursuant to Article 9 of the Securities Act of Arizona (A.R.S. § 44-1941 *et seq.*); and has not made a notice filing or licensed with the Arizona Corporation Commission as an investment adviser or investment adviser representative pursuant to Article 4 of the Arizona Investment Management Act (A.R.S. § 44-3151 *et seq.*)

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 8<sup>th</sup> DAY OF JUNE, 2009.



BY

  
Mark Dinell  
Assistant Director  
Securities Division



# STATE OF ARIZONA

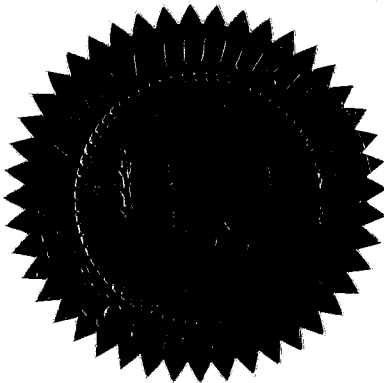


## Corporation Commission


### CERTIFICATION

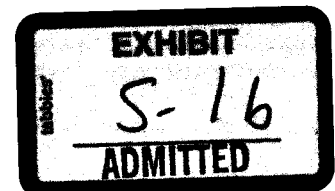
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BY

  
Mark Dinell  
Assistant Director  
Securities Division



# STATE OF ARIZONA

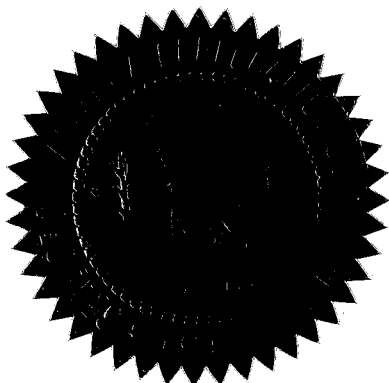


## *Corporation Commission*

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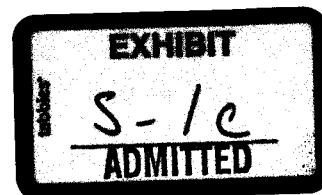
IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 24<sup>th</sup> DAY OF JUNE, 2009.



BY

A handwritten signature in black ink, appearing to read "Mark Dinell", written over a horizontal line.

Mark Dinell  
Assistant Director  
Securities Division



# STATE OF ARIZONA

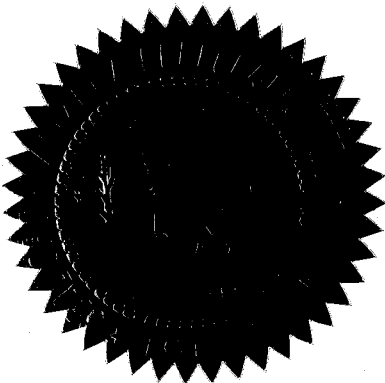


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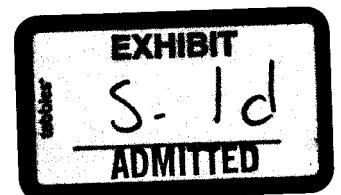
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BY

A handwritten signature in black ink, appearing to read "Mark Dinell", written over a horizontal line.

Mark Dinell  
Assistant Director  
Securities Division



1 ARIZONA CORPORATION COMMISSION  
2 SECURITIES DIVISION  
3

4 IN THE MATTER OF: )  
5 STEVE JOHN ROGAN, a married man, )  
6 CAROL ANN RICHEY, a married woman, )  
7 DEM BONZ BARBECUE RESTAURANTS, ) No. S-20654A-09-0068  
8 L.L.C., an Arizona limited )  
9 liability company, )  
10 PIZAZZ, L.L.C., an Arizona )  
11 limited liability company, )  
Respondents. )  
\_\_\_\_\_ )

12

13

14

15 EXAMINATION UNDER OATH OF CAROL ANN RICHEY

16

Phoenix, Arizona  
April 16, 2009

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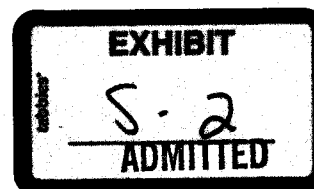
23 Prepared for:

By: Kate E. Baumgarth  
Certified Reporter  
Certificate No. 50582

24

25 ACC SECURITIES DIVISION

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## 1 INDEX TO EXAMINATIONS

## 2 WITNESSES

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## 4 CAROL RICHEY

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6 Examination by Mr. Rice

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## INDEX TO EXHIBITS

15

16

(No exhibits were marked.)

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1 EXAMINATION UNDER OATH OF CAROL ANN RICHEY was taken  
2 on April 16, 2009, commencing at 10:00 a.m., at the  
3 Arizona Corporation Commission, Securities Division,  
4 1300 West Washington Street, Third Floor, Phoenix,  
5 Arizona, before KATE E. BAUMGARTH, Certified Court  
6 Reporter No. 50582 in and for the County of Maricopa,  
7 State of Arizona.

8

9

10 APPEARANCES:

11

12 For the ACC Securities Division:

13 William Black, Staff Attorney  
14 Securities Division  
15 1300 West Washington Street  
Phoenix, Arizona 85007

16 For the Witness:

17 In Propria Persona

18

19 Also present:

20 Mr. Mike Rice, Investigator, Securities  
21 Division

22

23

24

25

KATE E. BAUMGARTH, RPR  
Certified Reporter  
Certificate No. 50582



1 MR. BLACK: This is part of an inquiry by the  
2 Securities Division of the Arizona Corporation Commission  
3 in the matter of Steve John Rogan, Carol Ann Richey,  
4 Dem Bonz Barbecue Restaurants, L.L.C., and PIZAZZ, L.L.C.,  
5 file No. 7987, Docket No. S-20654A-09-0068, in order to  
6 determine if there has been full compliance with the  
7 Securities Act of the State of Arizona. The information  
8 obtained today may reveal violations of statutes outside  
9 the Securities Act.

10 Persons present are myself, William Black, Staff  
11 attorney for the Securities Division; Mike Rice, special  
12 investigator with the Securities Division; and  
13 Carol Ann Richey, respondent in the above referenced  
14 docket number.

15 Would you please administer the oath.

16

17 CAROL ANN RICHEY,  
18 called as a witness herein, having been first duly sworn  
19 by the Certified Court Reporter, was examined and  
20 testified as follows:

21

22 EXAMINATION

23

24 BY MR. BLACK:

25 Q Ms. Richey you have -- and it is Ms. Richey?

1 A. Yes.

2 Q. Ms. Richey, you have the right to refuse to  
3 answer any questions if you think the answer may tend to  
4 incriminate you. You have the right to refuse to produce  
5 any private papers which you feel may tend to incriminate  
6 you. You do not have the right to refuse to produce  
7 corporate papers based upon any claim of  
8 self-incrimination.

9 Do you understand you have the right to be  
10 represented by counsel?

11 A. Yes.

12 Q. Would you like to go forward without an attorney?

13 A. Yes.

14 Q. Do you understand by doing so you are waiving  
15 your right for counsel?

16 A. Yes.

17 Q. If at any time you feel you need legal counsel,  
18 tell me immediately, and we will stop this proceeding and  
19 allow you to obtain counsel.

20 A. Yes.

21 Q. The reporter obviously is here and will go off  
22 the record at my direction. If there is something you  
23 want to discuss off the record, I would ask that you let  
24 me know that and I will decide whether we can go off the  
25 record. I do require that you answer any pending

1 questions before we go off the record.

2           You have done a good job so far, but since your  
3 testimony is being recorded, if you could respond  
4 verbally, yes or no. Head nods, shakes, and that sort of  
5 thing, although it's a habit for all of us, don't make for  
6 a very good record.

7           A.     Okay.

8           Q.     Also, you may know the answer to a lot of my  
9 questions before I finish asking them, but if you could  
10 just wait before you answer, that would be helpful.  
11 Likewise, I will try to wait until you are done answering  
12 the question before I ask the next question.

13           If you don't hear a question or don't understand  
14 a question, indicate that to me -- I don't always ask the  
15 best questions -- I'll rephrase it or I will ask the court  
16 reporter to read it back.

17           A.     Okay.

18           Q.     You understand that you are under oath here  
19 today?

20           A.     Yes.

21           Q.     Do you understand what I have explained to you  
22 thus far?

23           A.     Yes.

24           Q.     Are you on any medication today or under any  
25 physical disability that would interfere with your ability

1 to answer questions?

2 A. No.

3 Q. Can you please state your full name.

4 A. Carol Ann Richey, R-i-c-h-e-y.

5 Q. Have you ever used any other name?

6 A. My maiden name.

7 Q. Which is?

8 A. Rotondo, R-o-t-o-n-d-o.

9 Q. What is your current home address?

10 A. [REDACTED] in Scottsdale, [REDACTED].

11 Q. Is there a condo number or unit number?

12 A. [REDACTED].

13 Q. And your home telephone number?

14 A. I don't have really have one. I have a cell  
15 phone. It's ([REDACTED]) ([REDACTED])

16 Q. And how long have you resided there?

17 A. Couple years.

18 Q. And prior to that where did you reside?

19 A. I don't remember the address. It's on or was on  
20 Scottsdale Road and Indian Bend, a condo.

21 Q. In Scottsdale?

22 A. Yeah.

23 Q. How long did you reside there?

24 A. Year and a half, I believe.

25 Q. Prior to that? If you don't remember the

1 address --

2 A. I have got -- in Scottsdale.

3 Q. Okay. And how long have you resided in  
4 Scottsdale?

5 A. It will be eight years.

6 Q. How long have you resided in Arizona?

7 A. It will be eight years.

8 Q. Was the first location when you move to Arizona  
9 in Scottsdale?

10 A. Yes.

11 Q. And where did you move from?

12 A. Colorado.

13 Q. How long were you in Colorado?

14 A. Three years.

15 Q. And prior to that?

16 A. California.

17 Q. Where were you born?

18 A. Connecticut.

19 Q. When did you move from Connecticut?

20 A. When did I move from Connecticut? In the '80s.

21 Q. To California?

22 A. British Columbia.

23 Q. Going back ten years, can you describe for us  
24 what your work history is?

25 A. Ten years ago I was raising children.

- 1 Q. Okay. How many children?
- 2 A. Two.
- 3 Q. Okay. And moving forward from then?
- 4 A. Homemaker.
- 5 Q. Okay. For the last ten years?
- 6 A. Pretty much, yeah.
- 7 Q. Up to today?
- 8 A. Yeah, pretty much.
- 9 Q. Did you graduate?
- 10 A. Yep.
- 11 Q. And I think we have some information that you are
- 12 a college graduate.
- 13 A. Yep.
- 14 Q. Okay. Degree in what?
- 15 A. Business secretarial.
- 16 Q. From where?
- 17 A. Briarwood College for Women in Connecticut.
- 18 Q. Beyond college, any postgraduate degree?
- 19 A. No.
- 20 Q. What is your social security number?
- 21 A. [REDACTED]
- 22 Q. And what would you describe your current
- 23 occupation as?
- 24 A. Homemaker.
- 25 Q. You don't consider yourself to be currently

1 employed?

2 A. No.

3 Q. Are you a registered broker/dealer?

4 A. No.

5 Q. Securities salesperson?

6 A. No.

7 Q. Registered investment adviser?

8 A. No.

9 Q. Other than a driver's license do you hold any  
10 state licenses?

11 A. No.

12 Q. Have you ever filed for bankruptcy?

13 A. Yes.

14 Q. Approximately when?

15 A. Oh, boy. Five years ago, I believe.

16 Q. Okay. Where was that?

17 A. The bankruptcy?

18 Q. Yes.

19 A. Filing, here.

20 Q. Do you remember what chapter?

21 A. I don't know. 11. I don't know. I don't know.

22 Q. Can you describe what gave rise to that

23 bankruptcy filing? Obviously an inability to pay debts,

24 but --

25 A. A divorce.

1 Q And your current spouse is Steve John Rogan?

2 A Yes.

3 Q And prior to that, the name of your ex-husband?

4 A Ralph Richey.

5 Q That was one of my later questions, is to who

6 Mr. Richey was.

7 How long have you and Mr. Rogan been married?

8 A Seven or eight years.

9 Q And prior to that you were married to Mr. Richey  
10 for how long?

11 A 18.

12 Q Do any of your children currently reside with  
13 you?

14 A No.

15 Q Do you have a son or daughter?

16 A A son and a daughter.

17 Q Have you ever given any prior testimony in any  
18 type of action?

19 A Nope.

20 Q Not in a divorce proceeding?

21 A Nope, didn't need to.

22 Q Never been the subject of a civil lawsuit?

23 A Nope.

24 Q Have you taken any courses in investments?

25 A Nope.



1 Q In accounting?

2 A Nope.

3 Q Are you an officer or director of any  
4 corporation?

5 A PIZAZZ, L.L.C., is my company, so I guess I'm a  
6 managing member or member.

7 Q That was my next question.

8 Are you a manager or member of any L.L.C.?

9 A PIZAZZ, L.L.C.

10 Q Any other?

11 A Dem Bonz.

12 Q What is your position with Dem Bonz?

13 A I guess one of the owners.

14 Q Any others that you can think of?

15 A Huh-uh. No.

16 Q What was the purpose of the formation of PIZAZZ,  
17 L.L.C.?

18 A The purpose of that was to be a managing member  
19 of the different restaurant concepts that we plan to open  
20 in the future.

21 Q Okay.

22 A We plan on opening Dem Bonz Barbecue and there  
23 are a couple of other restaurants that we are going to be  
24 opening.

25 Q Do you recall filing an article of amendment

1 substituting PIZAZZ, L.L.C., for you or your husband,  
2 Mr. Rogan, as a managing member?

3 A. I filed -- I filed a form to be -- for PIZAZZ to  
4 be the managing member. I don't know what you call that  
5 other than that. I mean, I don't know the -- whatever  
6 that is, if that is -- you know.

7 Q. Why the need to substitute PIZAZZ?

8 A. I just told you.

9 Q. Okay. Again, my question is, you or Mr. Rogan  
10 were the members of Dem Bonz, L.L.C.?

11 A. Uh-huh.

12 Q. Okay. So why was there a need, in your  
13 opinion -- and maybe it's based on legal counsel you  
14 received -- why was there a need to substitute an L.L.C.  
15 in?

16 A. I just told you, Mr. Black.

17 Q. Because -- okay. Tell me again.

18 A. You want me to say it again?

19 Q. Yes, if you could.

20 A. Because we plan on opening other restaurants, and  
21 I wanted PIZAZZ as the managing member of all of them.

22 Q. Why not have you or Mr. Rogan the managing member  
23 of all of them?

24 A. I am the managing member.

25 Q. Of PIZAZZ?

1       A.     That is going to be the managing member of all  
2     the other restaurants.

3       Q.     So my question is, why didn't you just simply  
4     continue to be the managing member of Dem Bonz or any  
5     other restaurants that you plan to open?

6       A.     Okay. Mr. Black, I'm going to tell you for the  
7     last time, okay.

8             PIAZZZ is the managing member of Dem Bonz, and it  
9     will be the managing member of future restaurants. I  
10    don't know what else to tell you.

11      Q.     Okay. My question is not that they are or that  
12    they are going to be. My question is why.

13      A.     Because I wanted to do it that way. It's more  
14    simplified.

15      Q.     And you are the only member of PIAZZZ, L.L.C.?

16      A.     Yes, I am.

17      Q.     Are you connected to any other business other  
18    than those that you have mentioned, which I think are  
19    PIAZZZ and Dem Bonz?

20      A.     No, I am not.

21      Q.     You are not a member of Metro Capital  
22    Acquisition?

23      A.     Yes, I am.

24      Q.     What is that?

25      A.     I don't know. Another L.L.C.

1 Q You are a member, but you don't know what it is?

2 A It's just not doing anything, so I don't know. I  
3 don't know what to tell you. I don't know. It's another  
4 L.L.C. that was created in the past.

5 Q What was the purpose for its formation?

6 A Real estate acquisitions.

7 Q Have you ever been in the real estate business as  
8 a loan officer or real estate agent?

9 A Nope. I'm not a real estate agent.

10 Q Have you ever been in the real estate business?

11 A I did real estate acquisitions back in the day.

12 Q How long ago?

13 A Year and a half ago.

14 Q In Arizona?

15 A Yes.

16 Q Did the type of acquisitions you were doing  
17 require any kind of license?

18 A No.

19 Q Was it the acquisitions of residential property  
20 or commercial property?

21 A Residential.

22 Q Have you ever been convicted of any crime other  
23 than a minor traffic offense?

24 A I haven't even had a traffic offense. No, I have  
25 not been.

1 Q Have you ever been arrested?

2 A Yes.

3 Q When?

4 A Last May.

5 Q Related to what?

6 A Related to -- I don't really even know what.

7 Q Who were you arrested by?

8 A I'm going to plead the Fifth. This has nothing  
9 to do with possible violations of the Securities Act,  
10 Mr. Black.

11 Q You are going to plead the Fifth with regard  
12 to --

13 A It's my Constitutional right.

14 Q I understand that.

15 Are you pleading the Fifth with regard to the  
16 question as to who you were arrested by?

17 A Yes.

18 Q Okay.

19 A That has no relevance in this, why I'm here  
20 today.

21 Q But your basis for not answering is you're --

22 A Because this has nothing to do with the possible  
23 violations of the Securities Act.

24 Q Okay. Well, that is not a basis for not  
25 answering the question.

1       A.     Well, that is going to be my basis because I have  
2 got my Constitutional rights here that I'm exercising.

3       Q.     Okay. And that is what I'm trying to clarify,  
4 Ms. Richey. You certainly do have the Fifth Amendment  
5 right not to answer the question.

6             My question to you, are you pleading your Fifth  
7 Amendment right not to answer the question as to who  
8 arrested you?

9       A.     Yes.

10       Q.     Okay. You're also pleading your Fifth Amendment  
11 right to answer the question as to what it related to?

12       A.     Yes.

13       Q.     Okay. And have you ever been indicted?

14       A.     No.

15       Q.     I think you answered this, but have you ever been  
16 a defendant in a civil lawsuit?

17       A.     No.

18       Q.     Have you ever been the subject of an  
19 investigation by any governmental agency?

20       A.     No.

21       Q.     What is your date of birth?

22       A.     [REDACTED].

23       Q.     And you were born in Connecticut?

24       A.     Yes.

25       Q.     Currently married?

1 A. Yes.

2 Q. Who do you currently hold bank accounts with?

3 A. I'm exercising my Constitutional rights. It has  
4 nothing to do with the Securities Act for today.

5 Q. You have given us some bank account information;  
6 is that correct?

7 A. I don't know.

8 Q. Do you recall receiving the subpoena for  
9 documentation in this case?

10 A. I have the subpoena in front of me, but it has  
11 nothing to do with any documentation.

12 Q. You don't recall gathering documentation in  
13 response to a subpoena?

14 A. I do not. The subpoena that I received only has  
15 on it that it's for Dem Bonz Barbecue. It doesn't say  
16 anything about anything else, and it says involving  
17 possible violations of the Securities Act and/or  
18 Investment Management Act of Arizona, and that is the only  
19 thing I have.

20 Q. Do you consider yourself to be the custodian of  
21 records for Dem Bonz Barbecue Restaurants, L.L.C.?

22 A. I don't know what you mean by that.

23 Q. Person responsible for record keeping?

24 A. No.

25 Q. Do you have access to the corporate records of

1 Dem Bonz Barbecue Restaurants?

2 A. What type of corporate records are you asking  
3 about?

4 Q. Certificates of partnership, articles of  
5 incorporation, bylaws.

6 A. Oh, Articles of Incorporation, sure.

7 Q. Financial statements, any quarterly reports?

8 A. Nope, I do not.

9 Q. Who has access to that information?

10 A. I do not know.

11 Q. All bank or other depository institution accounts  
12 in the name or benefit of Dem Bonz Barbecue Restaurants?

13 A. Do I have access?

14 Q. Yes.

15 A. If we had anything open, I guess I probably would  
16 have access.

17 Q. Who is we?

18 A. Anybody that would be involved when we open the  
19 restaurant.

20 Q. Would that include Mr. Rogan?

21 A. I don't know.

22 Q. Are you in communication with Mr. Rogan?

23 A. Sometimes.

24 Q. Do you live in the same household?

25 A. Yes.



1 Q Do you talk to him on a regular basis?

2 A Sometimes.

3 Q Are you aware that Mr. Rogan executed an  
4 affidavit of custodian of records of Dem Bonz, L.L.C.,  
5 disclosing to us certain records, including a bank  
6 statement for AmTrust Bank?

7 A I don't remember this, but.

8 Q That is fair enough. He may not have shared it  
9 with you or told you about it; correct?

10 A I don't know.

11 Q Do you recall establishing an account at AmTrust  
12 Bank in the name of Dem Bonz Barbecue?

13 A Yes.

14 Q Do you consider yourself to be an owner of Dem  
15 Bonz?

16 A An owner? Is that like a managing member?

17 Q It's an L.L.C., the owners would be the members  
18 of the L.L.C.

19 A Yes.

20 Q And what has your role been in that L.L.C.?

21 A Nothing because Dem Bonz is not open.

22 Q And with regard to PIZAZZ, L.L.C.?

23 A Nothing.

24 Q Was the sole purpose for forming PIZAZZ, L.L.C.,  
25 to become the managing member of Dem Bonz and any

1 restaurants that you open in the future?

2 A. Mr. Black, I will answer that for the last time.

3 Yes. You are quite repetitive on that. I don't  
4 know what else to tell you.

5 MR. BLACK: Let's go off the record for a minute.

6 (Discussion off the record.)

7 Q. BY MR. BLACK: Back on the record.

8 Other than an attorney have you spoken to anyone  
9 about the subpoena sent to you by the Division?

10 A. No.

11 Q. You haven't spoken to Mr. Rogan?

12 A. No.

13 Q. With regard to Dem Bonz Restaurants, there is an  
14 indication that the restaurant was started in California.

15 A. That's before my time. I have no answer for you  
16 on that one.

17 Q. Okay. So you were never involved.

18 Were you ever involved in any restaurant business  
19 or Venture in California?

20 A. No.

21 Q. What is the Galloping Gourmet?

22 A. Catering that I was doing in Pagosa Springs,  
23 Colorado.

24 Q. Are you familiar with the ads that were placed on  
25 the web site Craigslist?

1 A. No.

2 Q. You didn't play any role in placing those ads?

3 A. No.

4 Q. When did you become aware that those ads had been  
5 placed?

6 A. I have not been.

7 Q. Before coming here today you haven't read a copy  
8 of the Temporary Order to Cease and Desist?

9 A. I read that before the March 24th thing that we  
10 had on 1200 Washington Street.

11 Q. That alleges that ads were placed.

12 Is it your testimony that you are just -- just  
13 haven't been able to confirm that those ads were, in fact,  
14 placed on Craigslist?

15 A. Right.

16 Q. Do you have any reason to doubt that the ads, in  
17 fact, appeared on Craigslist?

18 A. No idea.

19 Q. Do you know whether anyone responded to Dem  
20 Bonz's attempts to find an investor to invest in the  
21 venture?

22 A. Nope. The only one that I do know of is  
23 Mr. Mike Warren Rice, who purported to be someone that was  
24 interested.

25 Q. Are you familiar with the business plan that

1 was --

2 A. No, I'm not.

3 Q. You didn't play any role in --

4 A. No, I did not.

5 Q. Let me finish my question, please.

6 A. Okay.

7 Q. -- in preparing that document?

8 A. No.

9 Q. Did you ever become aware that the business plan  
10 existed?

11 A. I know that there is one, but I don't have any  
12 idea of what is in it or anything.

13 Q. Do you know whether you or Mr. Rogan or any of  
14 the respondents -- PIZAZZ, Dem Bonz or anyone on behalf of  
15 them -- committed \$150,000 to the venture?

16 A. Nope.

17 Q. You don't know whether they did or they didn't?

18 A. I have no idea.

19 Q. But you would certainly know whether you did;  
20 correct?

21 A. Yes.

22 Q. And did you?

23 A. No.

24 Q. Do you know whether there was ever an agreement  
25 to build out the location where Dem Bonz was going to be

1 located?

2 A. No.

3 Q. Did you ever have any communication with any  
4 leasing agent regarding a proposed location for Dem Bonz?

5 A. No.

6 Q. Do you know who Alan Reich, R-e-i-c-h, is?

7 A. No.

8 Q. Do you know what type of agreement, if any, was  
9 going to be used to document any investment made by an  
10 investor?

11 A. No.

12 Q. What is United Loan Consultants?

13 A. I don't know.

14 Q. Were you ever employed by them?

15 A. I did do some work with them.

16 Q. But you don't know what they are?

17 A. Not really.

18 Q. What type of work did you do for them?

19 A. Some consulting on some different projects.

20 Q. What are they in the business of?

21 A. I don't know.

22 Q. You did consulting with them, but you don't know  
23 what business they are in?

24 A. Nope.

25 Q. Did you ever discuss with Mr. Rogan what your

1 role was going to be in Dem Bonz once it was started or  
2 opened?

3 A. Well, I would work there to help out, you know,  
4 serving food and whatever I needed to do.

5 Q. Was it your understanding that you would be  
6 responsible for the marketing?

7 A. Some sales and marketing, sure, delivering flyers  
8 and stuff like that, menus.

9 Q. Did you ever see a sample promissory note that  
10 was going to be used to document investments made -- any  
11 investments made by an investor?

12 A. Well, I have never seen any documents, but I do  
13 want to correct you on this investment and investor part  
14 of it.

15 What I understand is it would be a loan, not an  
16 investment from an investor.

17 Q. Are you aware that Dem Bonz maintains a web site?

18 A. Uh-huh. Yes.

19 Q. And they continue to maintain a web site today;  
20 correct?

21 A. Yes.

22 Q. That includes an investor page.

23 Are you aware of that?

24 A. If it says investor, I have no idea.

25 Q. And, in fact, investors can go there and go

1 through a process to get a copy of the business plan;  
2 correct?

3 A. Yep, as an loan, not an investment from an  
4 investor.

5 Q. So your understanding was that an individual  
6 would be loaning money for use in starting up Dem Bonz?

7 A. Yes.

8 Q. And in your mind there is a distinction between  
9 that and an investor making an investment?

10 A. Yes.

11 Q. Could you describe that?

12 A. No.

13 Q. You are not able to describe what that difference  
14 is to you?

15 A. A loan is loaning money and getting your money  
16 back, and an investment is just a different type of thing.  
17 It could be somebody that does that for years or whatever.  
18 I have no idea. This is not my field.

19 Q. Is it fair to say that although you're  
20 purportedly the owner of Dem Bonz and PIZAZZ, L.L.C., that  
21 you are not the person responsible for conducting the  
22 business of those entities?

23 A. That's right.

24 Q. Who would you say is the person? Mr. Rogan?

25 A. I don't know.

1       Q.     Well, these are entities that you own, I think we  
2     agree, at least you have filed paperwork with the  
3     Corporation Commission indicating that you own them, but  
4     don't know who conducts their business?

5       A.     No.

6       Q.     When did you first meet Mr. Rogan?

7       A.     Eight years ago.

8       Q.     Ralph Richey, what is his occupation?

9       A.     I don't know.

10      Q.     When did you divorce?

11      A.     Oh, I don't know. Eight years ago or something.

12      Q.     And at the time you divorced, what was his  
13     occupation?

14      A.     I don't know.

15      Q.     Did you know his occupation at any time during  
16     your 18-year marriage?

17      A.     No.

18      Q.     Was he responsible or in any way -- well, was he  
19     responsible for any of the management or bookkeeping of  
20     Dem Bonz, to your knowledge?

21      A.     I don't know.

22             MR. BLACK: Mike, if you have any questions --

23             MR. RICE: Just a couple.

24

25



1 EXAMINATION

2

3 BY MR. RICE:

4 Q In the past number of years, seven or eight years  
5 or whatever it has been since you moved to Arizona and  
6 have been living in Scottsdale, have you been involved in  
7 any other restaurant business?

8 A No.

9 Q To your knowledge, has Steve Rogan been involved  
10 in any restaurant business other than attempting to start  
11 Dem Bonz?

12 A Not that I know of.

13 Q What has been your source of income during those  
14 years?

15 A I'm a homemaker.

16 Q Okay. What has been Mr. Rogan's source of income  
17 during those years?

18 A I don't know.

19 Q Was Mr. Rogan in Pagosa Springs when you lived  
20 there?

21 A Yes.

22 Q Did you know him at that time?

23 A For a little while.

24 Q Do you know what his business was then?

25 A No.

1 MR. RICE: Those are all that I have.

2

3 FURTHER EXAMINATION

4

5 BY MR. BLACK:

6 Q Ms. Richey, did Mr. Rogan at any time discuss  
7 with you any of the communications he was having with  
8 prospective investor Mike Warren, who you now know to be  
9 Mike Rice?

10 A. Nope.

11 Q Can you describe how close Dem Bonz came to  
12 actually opening a restaurant in Scottsdale?

13 A. Nope.

14 Q Is that because you don't know?

15 A. I don't know if it ever came close to opening a  
16 restaurant.

17 Q You don't know.

18 MR. RICE: Has Dem Bonz entered into any kind of  
19 a lease agreement with the owners of the property where  
20 the restaurant was going to be open in Scottsdale?

21 THE WITNESS: Not that I know of.

22 MR. RICE: Do you know whether or not Dem Bonz  
23 has had any expenses or spent any money on preparing that  
24 location for the restaurant?

25 THE WITNESS: I don't know the answer to that.

1 MR. BLACK: Anything else?

2 MR. RICE: Nope.

3 MR. BLACK: We're done.

4 (The examination under oath concluded at

5 10:40 a.m.)

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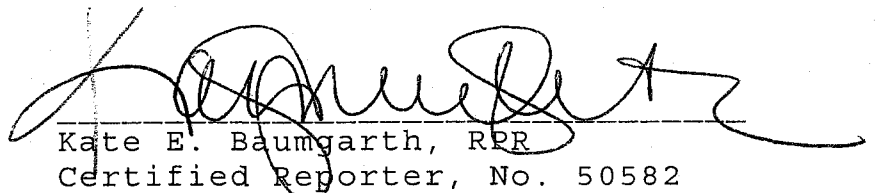
25

1 STATE OF ARIZONA. )  
2 ) ss.  
3 COUNTY OF MARICOPA )

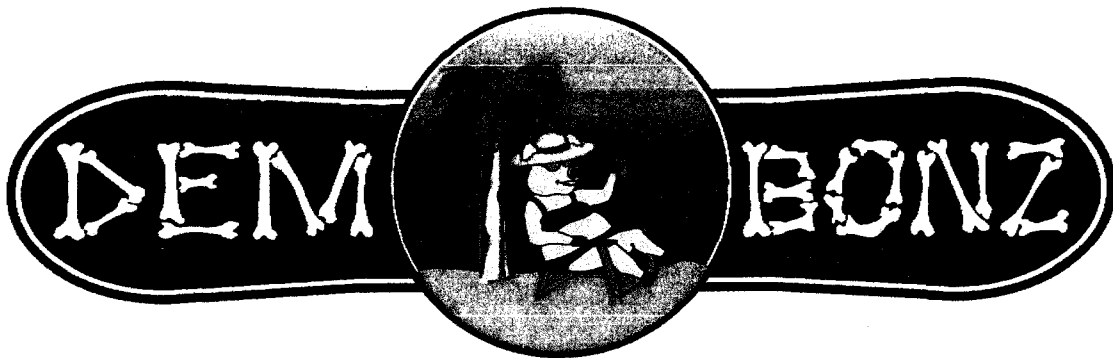
4 BE IT KNOWN that the foregoing examination under  
5 oath was taken by me, KATE E. BAUMGARTH, RPR, Certified  
6 Reporter No. 50582 for the State of Arizona, and by virtue  
7 thereof authorized to administer an oath; that the witness  
8 before testifying was duly sworn by me; that the questions  
9 propounded by counsel and the answers of the witness  
10 thereto were taken down by me in shorthand and thereafter  
11 transcribed under my direction; that the foregoing pages  
12 contain a full, true and accurate transcript of all  
13 proceedings and testimony had, all to the best of my skill  
14 and ability.

15 I FURTHER CERTIFY that I am in no way related to nor  
16 employed by any of the parties hereto, nor am I in any way  
17 interested in the outcome hereof.

18 DATED at Phoenix, Arizona, this 26th day of April,  
19 2009.

20   
21 Kate E. Baumgarth, RPR  
22 Certified Reporter, No. 50582  
23  
24  
25

# Business Plan



**Steve Rogan**

**Dem Bonz Barbeque Restaurants, LLC**

8912 East Pinnacle Peak Rd, No. 174

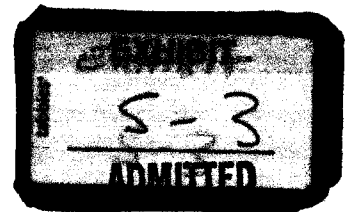
Scottsdale, AZ 85255

480.277.5413 Phone

510.880.6123 Fax

[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)

[www.dembonzbbq.com](http://www.dembonzbbq.com)



ACC000096  
FILE #7987

## Executive Summary

Dem Bonz Restaurants, LLC ("Dem Bonz") is a unique restaurant and franchise concept providing the ultimate tropical barbeque experience. The brand and process was successfully created by Steve Rogan in 1991 in Southern California. That original location closed when Steve relocated to Colorado and subsequently Arizona. After completing an extensive feasibility study, it was determined that the timing is now optimum to introduce Dem Bonz to the Arizona market.

Dem Bonz prides itself in delivering a consistent, flavorful, and fresh product in a comfortable, clean, and friendly tropical beach atmosphere. The company always strives to use the freshest ingredients available and prepare all menu items from scratch. Since Dem Bonz offers a variety of typical, but uniquely prepared barbeque menu items, the price points will cater to the majority of income levels. This ensures a broad customer base and sales that are minimally dependent on changes in economic conditions.

Recently Dem Bonz entered into an agreement to convert an existing, newly renovated Scottsdale restaurant, into Arizona's first Dem Bonz operation. The founders have already invested over \$150,000 into the venture and are currently seeking \$85,000 for additional equipment and working capital.

## The Original Dem Bonz



The original Dem Bonz was located in Mission Viejo, CA. It was about 1,400 square feet and served an average of 200 customers per day, 7 days a week.

The original prototype Dem Bonz was and remains, committed to providing the best possible working conditions for employees. Units are professionally managed according to sound restaurant practices. Standards are carefully and frequently monitored to make sure they are being upheld. Financial returns will

be maximized by our simple and affordable system for opening additional outlets. Our primary goal will be to achieve and maintain a record of profits at or above industry standards. The potential for franchise opportunities are critical to our concept as the profit potential in this area is exceptional.

Founded on the principles of providing a high level of genuine, caring, personal service; a quality product; cleanliness and sanitation; and convenience, Dem Bonz consistently provides all customers with their ultimate expectation: a memorable experience and an exceptional value.

The original Dem Bonz was featured as one of the top 3 BBQ's in all of Orange County by TV Food critic, Elmer Dills. Other food critics that have lauded Dem Bonz cuisine include Deborah Lindor of Let's Dine Out and Mike Sibley of the Orange County Preview, just to name a few.

Dem Bonz customers view its product as the finest quality, greatest atmosphere, most reasonably priced, and freshest and most flavorful dining experience in the industry. Dem Bonz original prototype store had glowing reviews from all who were served. Cleanliness and freshness of the foods from its' unique concept garnered accolades from all.

*Let's*  
**DINE OUT**  
Your weekly guide to tasteful entertainment  
Deborah Lindor, dining editor

#### HOG HEAVEN

Rib joints usually fit into one of two categories. In the authentic, back-alley type of place the interior is smoky, the food is tasty—although there usually aren't a lot of choices—and you're lucky to find tables and chairs. Too often the sense of danger is as much the attraction as the food. The other kind of establishment is a bit too sanitized, with middle-of-the-road fare that's bland enough not to offend anyone and, unfortunately, not anything to get excited about either.

And then there's P.J.'s Dem Bonz, which refuses to be pigeonholed into any kind of category. If you happen to live in Mission Viejo, you'll appreciate this treasure buried in your own backyard. And if you don't, you'll discover that, where ribs are concerned, Dem Bonz are worth da trip.

If you're a fan of barbecue (and if you're not, perhaps it's time to start) you'll warm right up to Dem Bonz. As soon as you've entered the door you'll be enticed by the aromas billowing up off the great grills where those bones are sizzling. The interior is early Pig in Paradise, with colorful murals of our porcine friends covering the walls, and pork novelties scattered among tropical dcor. There are plenty of comfortable booths for those who want to dig right in, although most customers seem to prefer taking their orders home (perhaps due to the messiness aspect—we keep hoping they install kitchen sinks for the patrons to stand over).

In any case, you'll choose from hefty ribs (chewy but not tough) and perfectly charred chicken annotated with a traditional spicy barbecue or smooth teriyaki basting sauce.

sauce. These are both very good, and reasonably priced. Several of Dem Bonz combination plates will give you the opportunity to try different chicken/ribe variations. You'll also receive "dat slaw", cool and creamy, and "deez beans", better than any restaurant baked beans I've tasted. Crunchy fingers of "doze potatoes" are terrific when doused with more of the barbecue sauce.

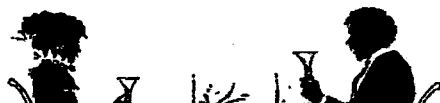
Dem Bonz are also available by themselves—in full or half slabs and chicken, too, in half and whole versions, and make great picnic fare. Both of the basting sauces are packaged in 16-ounce containers, and you'll probably discover uses for them that extend beyond ribs and chicken.



If you are one of those people who aren't wild about 'cue, you'll be happy to find "da samiches" of teriyaki chicken and hot pastrami. Certainly a lot neater than one of those sauce-dripping slabs. But then again,

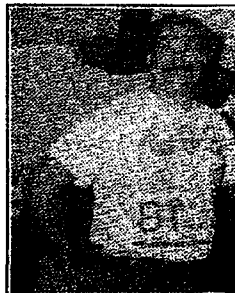
there's something deeply satisfying, albeit primitive, about sitting down and gnawing away on a few ribs. Go ahead—**eat out!**

P.J.'s Dem Bonz: 27620 Marguerite Parkway, Mission Viejo, (714) 347-0636; 11am-8pm M-W, 11am-9pm Th-Sat, 4pm-8pm Sun; MC, VS: Complete Dinners \$4.95-\$8.95; Beer/Wine.



## RESTAURANT OF THE WEEK

By Mike Sibley



Steve Rogan, Co-owner



Immediately after finishing lunch and leaving P.J.'s Dem Bonz in Mission Viejo, I wanted to shout at the top of my lungs: "This place is the GREATEST!"

I resisted the urge to shout, figuring that the world will soon discover this restaurant is terrific, not just for food (ribs and chicken) but for its heart and soul.

An example is the story behind the name of the eatery at 27620 Marguerite Parkway, Suite F, Mission Viejo (in the Crown Valley Retail Center). Steve Rogan, 39, one of the co-owners, explained that it's named after his younger brother, P.J., who passed away unexpectedly at age 25.

"He had always loved my ribs and barbecue sauce, and we had talked about going into business together," Steve says. "Back in our home in Ohio, he talked like the kids there, saying 'dis, dat, dese, and dem.' That's why we decided on the name P.J.'s Dem Bonz." It opened in October of 1991.

Steve and his wife, Toni, are co-owners.

"I began making sauces at home in 1973, when we came to California from Ohio and decided we didn't like any of the sauces they made here," Steve Rogan

says.

After several years of having friends and relatives rave about his barbecue and teriyaki sauces, the couple decided it was time to open a restaurant.

The reasonably-priced menu is limited to St. Louis-style pork ribs and chicken plus sandwiches and side orders.

I sampled "Da Perfect Combo" (two ribs with barbecue sauce and one-quarter chicken with teriyaki sauce). The meaty ribs were sensational with Steve's barbecue sauce, as was the Teriyaki chicken breast.

The plate arrived with fantastic beans, and delicious potatoes, seasoned and roasted lightly in canola oil.

Steve says the sauces are cooked for 3-1/2 hours. (They have become so popular that he bottles and sells them at the counter).

Elmer Dills came in April '92, had a glass of Chardonnay and "The Perfect Combo", and thereafter listed them in his 1992 *Barbecue Guide*, one of only 3 in Orange County to be so honored!

For lunch and dinner, anyone who loves ribs and chicken and sensational sauces will fall in love with P.J.'s Dem Bonz. For more information, call 347-0636.

## Dem Bonz Today



The primary focus is on the quality of Dem Bonz smoked meats, which are the main draw to this concept. Tropical barbeque is unique featuring Hickory Smoked Teriyaki meat. The flavor is exciting and unique which makes Dem Bonz a standout in the industry. The menu provides a flavorful variety, including an array of sumptuous sandwiches, salads, and traditional barbeque plates of ribs, sausage, pulled pork, beef brisket, and smoked chicken. The meats are smoked with NO SEASONING for 4 hours, except the

brisket, which is slow smoked for 14 hours. The ribs and chicken are heated on the char broiler where bastes of Teriyaki or Barbeque are added right before cutting and serving. All sides of potato salad, coleslaw, baked beans, and roasted potatoes are made fresh each day.

An array of sandwiches is also available including pastrami and burgers. Dem Bonz intends to provide beer and wine. Service is casual with food orders picked up at a counter. Dem Bonz will focus on dine-in, take-out, and catering. Unlike most barbeque places, salads will play an integral role in the business. For the sweet tooth the company offers daily desserts especially made for Dem Bonz.

## Catering

Dem Bonz has the ability to cater small or large events providing a sumptuous spread of barbeque and sides. Small events can be catered with our own equipment Larger events will be done with rented equipment. We will provide catered events that exceed guest's expectations in quality of service, food, and atmosphere at a price that represents a great value. A catering menu will be available to service the needs of the surrounding community. Whether in-house or catered, all Dem Bonz employees and management will be fully capable of producing and delivering the promised product and service to every customer.

Catering customers will receive individualized attention, products and service in support of their organization's objectives.

## Location and Demographics

The geographic location on Frank Lloyd Wright and 100th Street in Scottsdale places the store in an exceptionally central location to all of Scottsdale and the East Valley. The demographic of the area



surrounding the store is conducive to the overall success of Dem Bonz. The general population of Scottsdale eats out often. There is a heavy concentration of housing and apartments surrounding the store. These customers will be drawn in by the reasonably priced menu, the unique atmosphere and quality and affordable food. There are no quality barbeque restaurants within a 10-mile radius of Dem Bonz. Within 5 miles of the store the population is 136,000 with an average household income of \$137,000. This translates into a large base of people with considerable discretionary income. The traffic count for this location is 29,000 vehicles per day.

Dem Bonz location is in a recognized suburban dining area of Scottsdale. Visibility, accessibility, and parking are ample. The stability and maturity of the moderate to upscale area is vital to the development and future growth of Dem Bonz. One of the advantages is that the local competition is known. The uniqueness, price points, and quality of product will have a significant draw. Based on the desire for barbeque and no other stores in the immediate vicinity, Dem Bonz is positioned for success.

## **Marketing**

It is anticipated that word-of-mouth advertising based on quality and value will minimize the need for expensive advertising, promotions through discount coupons and advertising in local publications will be utilized as necessary. The Scottsdale Republic, Phoenix New Times, Value Shopper, and lunchclub.com will provide exposure for Dem Bonz. We are also moving forward on marketing Dem Bonz Barbeque Baste and Dem Bonz Teriyaki Baste through local grocery stores and the Internet. Dem Bonz has an Internet website dedicated to information about the store and concept. Dem Bonz message/slogan is simple: "Consistent, Flavorful and Fresh!".

In addition to the above ongoing marketing activities, an initial strategic marketing campaign has been developed by the Director of Marketing. Activities include direct mailings to specific geographic residential markets based on zip code, personal attendance to local businesses to hand deliver brochures, discount coupons and promote the company's catering services.

## **Letters of Reference**

As part of the feasibility study, Dem Bonz conducted a private survey to a select group who were invited to taste test the company product line. Suffice to say, the company received rave reviews of its entire line of food products from entrees to deserts.

**Barbecue** Inbox

7:17 "dmbaber@cox.net" shows details Jul 14 (18 hours ago) Reply

Hello Carol & Steve

I just wanted to thank you for the excellent smoked brisket, ribs, and wonderful barbecue baste. Everyone at the party thought it had to be the best they have ever had. Being a Southern girl I do feel that I know my barbecue as well as sauce! The meat could be cut with a fork. I particularly liked the sauce because it is not the red ketchup that most places insist on serving. The potato salad was also exceptional....and who does not like good potato salad!

Whoever tastes your barbecue will be hooked....not to mention the sauces.

Good luck in your endeavor to show people what really good barbecue is all about.

Hi Carol:

Okay the barbeque thoughts:

I think that the ribs and the brisket are GREAT without ANY sauce. Both meats are wonderful just fresh from the smoker. However, the sauce just makes them better. The barbeque sauce is "hot" just the way I like it. And the Teriyaki sauce was fabulous.

Have a great week and I will be in touch.

Thanks,  
Liz

**Libby**

1 message

libby brown <peewee48152@yahoo.com>

Reply-To: peewee48152@yahoo.com

To: metrocap3684@gmail.com

Sun, Jun 29, 2008 at 9:59 AM

Carol,

I had so much fun yesterday and have to say again the bbq was unbelievable (I woke up thinking, I wished I had eaten more lol)

Please stay in touch. I am very excited about your restaurant opening.

Take care

Libby

**COLDWELL  
BANKER**

THE PAGOSA GROUP

July 10, 2008

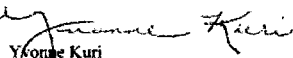
To Whom It May Concern:

In the past 10+ years, there have been many occasions to have Steve and Carol cater parties for me. Whether it be a formal sit-down dinner for 8-20, or a gathering of 75 or more, the experience was always 100% top-notch. The food was delicious and the service impeccable.

I highly recommend Steve if you desire a most elegant experience or a very casual setting.

Sincerely,

COLDWELL BANKER  
The Pagosa Group

  
Yvonne Kuri  
Broker Associate

JOE GRIFFITH GENERAL CONTRACTOR

617 South 2<sup>nd</sup> Street  
El Cajon, California 92019

July 10, 2008

To Whom It May Concern:

I have had the pleasure of experiencing many wonderful meals prepared by Steve. When he is cooking, just go with an appetite! He is one of the best.

Sincerely,

  
Joe Griffith

## Feasibility Study

Prior to undertaking any investment activities, the founders commissioned a feasibility study by Allen Reich, PhD. Mr. Reich is a renowned expert on restaurant and hotel consulting and is currently a professor at NAU. Additional back ground information and credentials for Mr. Reich can be found at <http://home.nau.edu/hrm/reich.asp>.

**Allen Reich Restaurant  
Consultants, LLC**

2904 N. Boldt Dr.

Flagstaff, AZ 86001

[Allen.Reich@nau.edu](mailto:Allen.Reich@nau.edu)

928-773-9488

August 6, 2008

Dear Steve,

I enjoyed working with you on the feasibility study. Your concept is interesting and it appears that you are doing your homework as far as taking the necessary steps to improve your chances for success. I like the concept of tropical barbeque and though I have not tasted your food, the recipes seem to be well thought out.

This in no way endorses the concept or states that success is likely. Success in the restaurant industry is based on many factors including quality management, a good location, effective policies, good food and service, and a bit of luck.

Sincerely,



Allen Z. Reich, Ph.D.

ACC000102  
FILE #7987

## Key Personnel

**Steve Rogan - Founder/Chef:** Over the years Steve has experienced every aspect of food service, from the kitchen to management. Steve's vision throughout his career has been to create the (KREM duh luh KREM) crème de la crème, producing the best, most consistent, fresh, and flavorful barbecue experience in the industry. It stemmed from his childhood days growing up in Ohio attending some his greatest and memorable food experiences barbecuing with his father at the lake. "Family picnics at the lake always included slow smoked barbecue that was unbelievably delicious!" "The fresh side dishes made the combination of those flavors so remarkable that I never forgot them."

His career in the food services industry began in 1973 where, as the Wait Staff Manager, he worked alongside Fleetwood Mac's famed Stevie Nicks. In the past 30 years he has waited, managed, owned and operated several successful restaurant and catering ventures. From humble beginnings as a sandwich specialist at Kenny's Deli to a renowned chef at the Gourmet Galloper, Steve has seen and done it all. Today's Dem Bonz is the culmination of Steve's unique blend of entrepreneurship and his intimate knowledge of the food services and preparation industry.

**Carol Richey - Cofounder/Director of Marketing:** A graduate of Briarwood College for Women, in Southington, CT, Carol earned a Diploma in Travel and Management Studies, and later went on to earn a Diploma in Business Management. For the past 20 years she has focused on business management and marketing opportunities in the technology, real estate and restaurant industries. Between 2001 - 2002 she, along with the founder, operated Gourmet Galloper, a unique catering service that focused on groups of 6 to 100 persons.

At Dem Bonz, Carol will be responsible for developing and implementing marketing and promotional campaigns as well as attending to customer relations in the restaurant itself. In addition to those activities, she will market the company's catering division and attend to all sales calls relating to that division.

**Ralph Richey, MBA - Financial Controller:** Ralph has over 30 years business management experience as a Chief Financial Officer, Chief Operating Officer, Financial Controller and Project Manager. With a major in Finance & Accounting and a minor in project management, he is uniquely suited to handle the company's financial and business matters. He will be responsible for ensuring that all lender payments are made in a timely fashion. In addition, he (and his staff) will be responsible for lender relations, bank liaison activities, day to day accounting activities, payroll, employee benefits program, bank reconciliations, sales and payroll tax reporting and remittances, and preliminary income tax filing preparation.

## Why Dem Bonz, and Why Now?

During these soft economic times consumers are forced to cut back on activities that were once considered to be simple pleasures, but are now considered to be luxuries. Often, one of the first luxuries to be cut is outings to the local restaurant. While such outings actually provide therapeutic relief from the stress of the current economy, it is that same economy that prevents consumers from taking advantage of such enjoyable activities.

Dem Bonz unique, yet simple and repeatable process of food preparation and presentation allows the company to provide top quality food products at half the price of the "usual suspects". As a result, restaurant outings are once again affordable.

## Initial Capitalization

To date the founders have invested over \$150,000 into the venture. The following table sets forth the expenditures to date.

Expenditures To Date	Amount	Total
<b>BUILDOUT:</b>		
Framing	\$8,500	
Drywall & Finish	\$15,000	
Electric & Fixtures	\$25,000	
Plumbing & Fixtures	\$15,000	
Grease Trap	\$6,000	
Walk-in 9'x11'	\$15,000	
Flooring	\$20,000	
Paint Walls & Ceiling	\$3,500	
Counters & Cabinets	\$5,000	
Gas Piping	\$3,500	
		<b>\$116,500</b>
<b>EQUIPMENT &amp; FIXTURES:</b>		
10' Stainless Hood and Exhaust	\$8,000	
Ansul System	\$2,500	
Stainless Flashing	\$2,000	
Sinks	\$800	
Audio/Visual Wiring & Speakers	\$3,000	
Upholstered Seating Benches	\$2,000	
		<b>\$18,300</b>

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FILE #7987

#### ADMINISTRATIVE & TECHNICAL:

Feasibility Study Consulting	\$5,000
Business Plan	\$7,500
Website Design and Implementation	\$6,000
Licensing & Permit Fees	\$1,000
	<hr/>
	\$19,500
<b>Total Expenditures To Date</b>	<hr/>
	\$154,300

## Funding Requirements

The company is currently seeking \$85,000 to complete certain remodeling activities, equipment and working capital. The following table sets forth the use of funds.

Use of Funds	Amount
Equipment	\$12,000
Marketing & Promotions	\$10,000
Signage	\$5,000
Opening Inventory	\$2,500
Décor	\$5,000
Interest reserves for one year	\$12,750
Reserve for working capital	\$37,750
	<hr/>
	\$85,000

## Lender's Return

Dem Bonz is proposing to offer lender's a guaranteed minimum interest return of 15% per year on the reducing balance of the loan, plus an additional return of 15% of the company's net profit after taxes. It is further proposed that the term of the loan would be 4 years, with interest only payments during the first year. Security can be provided by way of a floating debenture on the company's equipment and fixtures as well as a promissory note guaranteed by the founders. The following table sets forth the anticipated lender return.

Year	15% Int	15% Profit	Total	AVR
Year 1	\$12,750	\$10,619	\$23,369	27.5%
Year 2	\$11,129	\$11,713	\$22,842	30.8%
Year 3	\$7,234	\$12,861	\$20,095	41.7%
Year 4	\$2,712	\$14,067	\$16,779	92.8%
			<hr/>	
			\$83,085	48.2%

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## Year One Financial Projections

Because the new Dem Bonz restaurant is basically ready to open with little modification required, this is not a start up operation and revenues are anticipated within one month of receipt of funds.

	Mon 1	Mon 2	Mon 3	Mon 4	Mon 5	Mon 6	Mon 7	Mon 8	Mon 9	Mon 10	Mon 11	Mon 12
<b>SALES</b>												
Food	48,000	48,960	49,939	50,938	51,957	52,996	54,056	55,137	56,240	57,364	58,512	59,682
Catering	2,880	2,938	2,996	3,056	3,117	3,180	3,243	3,308	3,374	3,442	3,511	3,581
Beverage - 10% of food	4,800	4,896	4,994	5,094	5,196	5,300	5,406	5,514	5,624	5,736	5,851	5,968
<b>Total Sales</b>	<b>55,680</b>	<b>56,794</b>	<b>57,929</b>	<b>59,088</b>	<b>60,270</b>	<b>61,475</b>	<b>62,705</b>	<b>63,959</b>	<b>65,238</b>	<b>66,543</b>	<b>67,874</b>	<b>69,231</b>
<b>COST OF SALES</b>												
Food	14,400	14,688	14,982	15,281	15,587	15,899	16,217	16,541	16,872	17,209	17,554	17,905
Catering	864	881	899	917	935	954	973	992	1,012	1,033	1,053	1,074
Beverage (soft drinks/beer)	1,680	1,714	1,748	1,783	1,818	1,855	1,892	1,930	1,968	2,008	2,048	2,089
<b>Total Cost of Sales</b>	<b>16,944</b>	<b>17,283</b>	<b>17,629</b>	<b>17,981</b>	<b>18,341</b>	<b>18,708</b>	<b>19,082</b>	<b>19,463</b>	<b>19,853</b>	<b>20,250</b>	<b>20,655</b>	<b>21,068</b>
<b>Labor Cost</b>												
Management	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000
Employee	11,136	11,359	11,586	11,818	12,054	12,295	12,541	12,792	13,048	13,309	13,575	13,846
Related Labor Costs	2,270	2,304	2,338	2,373	2,408	2,444	2,481	2,519	2,557	2,596	2,636	2,677
<b>Total Labor Cost</b>	<b>17,406</b>	<b>17,663</b>	<b>17,924</b>	<b>18,190</b>	<b>18,462</b>	<b>18,739</b>	<b>19,022</b>	<b>19,311</b>	<b>19,605</b>	<b>19,905</b>	<b>20,211</b>	<b>20,523</b>
<b>Total Cost of Sales</b>	<b>34,350</b>	<b>34,945</b>	<b>35,552</b>	<b>36,171</b>	<b>36,803</b>	<b>37,447</b>	<b>38,104</b>	<b>38,774</b>	<b>39,457</b>	<b>40,154</b>	<b>40,866</b>	<b>41,591</b>
<b>Gross Profit</b>	<b>21,330</b>	<b>21,848</b>	<b>22,377</b>	<b>22,917</b>	<b>23,467</b>	<b>24,028</b>	<b>24,601</b>	<b>25,185</b>	<b>25,781</b>	<b>26,388</b>	<b>27,008</b>	<b>27,640</b>
<b>OPERATING EXPENSES</b>												
Accounting and legal	835	852	869	886	904	922	941	959	979	998	1,018	1,038
Cash over/short	15	15	15	15	15	15	15	15	15	15	15	15
Equipment lease	300	300	300	300	300	300	300	300	300	300	300	300
Insurance	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
Catering Vehicle	1,150	1,150	1,150	1,150	1,150	1,150	1,150	1,150	1,150	1,150	1,150	1,150
Laundry and linen	557	568	579	591	603	615	627	640	652	665	679	692
Marketing	1,114	1,136	1,159	1,182	1,205	1,230	1,254	1,279	1,305	1,331	1,357	1,385
Repairs and maintenance	200	204	208	212	216	221	225	230	234	239	244	249
Supplies: cleaning	150	153	156	159	162	166	169	172	176	179	183	187
office	71	75	79	83	87	91	96	100	105	111	116	122
Disposable Dishware	1,392	1,420	1,448	1,477	1,507	1,537	1,568	1,599	1,631	1,664	1,697	1,731
Telephone	150	150	150	150	150	150	150	150	150	150	150	150
Uniforms	90	90	90	90	90	90	90	90	90	90	90	90
Utilities	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600
Rent	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800	6,800
<b>Total Operating Expenses</b>	<b>15,424</b>	<b>15,513</b>	<b>15,603</b>	<b>15,695</b>	<b>15,790</b>	<b>15,886</b>	<b>15,984</b>	<b>16,085</b>	<b>16,187</b>	<b>16,292</b>	<b>16,399</b>	<b>16,508</b>
<b>Net Income Before Taxes</b>	<b>5,906</b>	<b>6,336</b>	<b>6,774</b>	<b>7,221</b>	<b>7,678</b>	<b>8,143</b>	<b>8,617</b>	<b>9,100</b>	<b>9,593</b>	<b>10,096</b>	<b>10,609</b>	<b>11,132</b>
<b>Cumulative Cash</b>	<b>5,906</b>	<b>12,241</b>	<b>19,016</b>	<b>26,237</b>	<b>33,914</b>	<b>42,057</b>	<b>50,674</b>	<b>59,774</b>	<b>69,368</b>	<b>79,464</b>	<b>90,073</b>	<b>101,204</b>

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FILE #7987

## Five Year Financial Projection

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
<b>SALES</b>					
Food	667,780	701,169	736,228	773,039	811,691
Catering	40,067	42,070	44,174	46,382	48,701
Beverage - 10% of food sales	66,778	70,117	73,623	77,304	81,169
<b>Total Sales</b>	<b>774,625</b>	<b>813,356</b>	<b>854,024</b>	<b>896,725</b>	<b>941,562</b>
<b>COST OF SALES</b>					
Food	200,334	210,351	220,868	231,912	243,507
Catering	12,020	12,621	13,252	13,915	14,610
Beverage (soft drinks/beer)	23,372	24,541	25,768	27,056	28,409
<b>Total Cost of Sales</b>	<b>235,726</b>	<b>247,513</b>	<b>259,888</b>	<b>272,883</b>	<b>286,527</b>
<b>Labor Cost</b>					
Management	48,000	50,400	52,920	55,566	58,344
Employee	154,925	162,671	170,805	179,345	188,312
Related Labor Costs	30,439	31,961	33,559	35,237	36,998
<b>Total Labor Cost</b>	<b>233,364</b>	<b>245,032</b>	<b>257,284</b>	<b>270,148</b>	<b>283,655</b>
<b>Total Cost of Sales</b>	<b>469,090</b>	<b>492,545</b>	<b>517,172</b>	<b>543,031</b>	<b>570,182</b>
<b>Gross Profit</b>	<b>305,535</b>	<b>320,812</b>	<b>336,852</b>	<b>353,695</b>	<b>371,380</b>
<b>OPERATING EXPENSES</b>					
Accounting and legal	11,202	11,762	12,350	12,967	13,616
Cash over/short	180	189	198	208	219
Equipment lease	3,900	3,900	3,900	3,900	3,900
Insurance	13,000	13,650	14,333	15,049	15,802
Catering Vehicle	14,950	14,950	14,950	14,950	14,950
Laundry and linen	7,746	8,134	8,540	8,967	9,416
Marketing	15,493	16,267	17,080	17,935	18,831
Repairs and maintenance	2,882	3,027	3,178	3,337	3,504
Supplies: cleaning	2,162	2,270	2,383	2,503	2,628
office	1,204	1,265	1,328	1,394	1,464
Disposable Dishware	19,366	20,334	21,351	22,418	23,539
Telephone	1,950	2,048	2,150	2,257	2,370
Uniforms	1,170	1,229	1,290	1,354	1,422
Utilities	20,800	21,840	22,932	24,079	25,283
Rent	88,400	88,400	88,400	88,400	88,400
<b>Total Operating Expenses</b>	<b>204,405</b>	<b>209,263</b>	<b>214,363</b>	<b>219,719</b>	<b>225,342</b>
<b>Net Income Before Taxes</b>	<b>101,130</b>	<b>111,549</b>	<b>122,489</b>	<b>133,976</b>	<b>146,037</b>
<b>Cumulative Cash</b>	<b>101,130</b>	<b>212,679</b>	<b>335,168</b>	<b>469,144</b>	<b>615,181</b>



# Menu



## Menu

Dem Bonz Barbecue Restaurant

*Consistent, Flavorful, and Fresh!*

*Complete meals include Dat Slaw, Deep Beans & Date Potatoes with choice of Barbecue or Teriyaki Sauce.*

DEM BONZ.....	3 Large Ribs OR 1/2 Chicken.....	\$9.99
DA PERFECT COMBO.....	2 Ribs AND 1/2 Chicken.....	\$9.99
DEM LIGHTER SIDE.....	2 Large Ribs OR 1/2 Chicken.....	\$7.99
BONZ COMBO.....	2 Large Ribs AND 1/2 Chicken.....	\$12.99
DAT LIGHTER COMBO.....	1 Large Rib AND 1 Piece Chicken.....	\$7.99
DA SAMPLER.....	1 Rib Tip AND 1 Piece Chicken.....	\$3.99
HOG HEAVEN.....	1/2 Slab Ribs.....	\$15.99
DA FEAST.....	1 Slab Ribs AND 1 Whole Chicken.....	\$44.99



**DEB'S BARBECUE SALAD**...barbecue of teriyaki brisket  
a bed of lettuce, tomato & choice of Dressing.....

### DE SIDE ORDER

	Half Pint	Pint
OAT SLAW...Made Fresh Daily.....	\$2.89	\$3.89
DEEZ BEANS.....Ma's Bacon Topped Best!.....	\$2.89	\$3.89
DOZE POTATOES...Seasoned and Roasted.....	\$2.89	\$3.89
DE POTATO SALAD...Grandma's Homemade.....	\$2.89	\$3.89
DA DINNER SALAD...With Choice of Dressing.....		\$3.89
DEM BONZ BARBECUE BASTE 16 OZ.....		\$5.99
DEM BONZ TERIYAKI BASTE 16 OZ.....		\$5.99



### CHILLIN'S FOODS

12 YEARS & UNDER

*Includes Dat Slaw, Deep Beans, Date Potatoes & Da Drink with Choice of Barbecue or Teriyaki Sauce*

JR. COMBO.....1 Rib AND 1 Piece of Chicken.....\$4.99

DEM BONZ JR.....2 Ribs OR 1/2 Chicken.....\$4.99

### DOZE SINGLES

*In Barbecue or Teriyaki Sauce*

SLAB.....Full Rack of Spareribs.....\$19.99

1/2 SLAB.....Half Rack of Spareribs.....\$14.99

DAT SOLO BONE.....\$2.49

WHOLE CHICKEN.....\$9.99

1/2 CHICKEN.....\$5.99



### DA SAMICHES

*Choice of Onion Roll, Sour Dough Roll, Rye, or Wheat Bread...Barbecue or Teriyaki Sauce...Add \$3.99 for Sides or American Cheese*

SMOKED BRISKET OF BEEF.....\$7.99

CHICKEN.....\$7.49

NEW ORLEANS "DEBRIS" Dat Slaw, Swiss, and Mayonnaise.....\$7.99

CHOPPED PORK.....\$7.99

HOT PASTRAMI.....\$7.99

TERIYAKI CHICKEN SALAD with Celery and Almonds.....\$7.49

CHEESEBURGER IN PARADISE.....\$7.49

SKY HIGHS...with choice of Pastrami, Pork, or Brisket of Beef; includes Dat Slaw, 100% Island Dressing & Swiss Cheese.....\$9.99

TERIYAKI CHICKEN SALAD SALAD...a mound of our Chicken Salad with lettuce, tomato, hardboiled egg & Choice of Dressing.....\$8.99

## Summary

**GENERAL CONCEPT:** Barbecues have long been the desired mode of home entertainment for centuries. Ribs, sausage, chicken, butts, dogs, burgers, brats, shrimp, steaks, kabobs, and just about anything that can be grilled is the normal fare. Ribs and chicken are at the top of the demand list and to prepare these meats culminating in a tender, juicy, and flavorful meal is the ultimate desire of any lover of barbecue.

Pork ribs have become an integral part of many restaurants' menu because they are requested so often. Very few have been able to do this well, hiding the bland taste with sweet, sticky sauces.

Dem Bonz philosophy is to provide a consistent, flavorful, and fresh product daily. This is achieved by slowly hickory smoking all meats, preparing all bastes and sides from scratch each day. No institutional foods are served. Products are prepared to go or to dine in with a casual atmosphere. Everything is kept simple and duplicatable to keep the cost reasonable and the food superb. The concept centers around hickory smoked meats in a tropical setting like a barbecue at the beach. Barbecue and Teriyaki Bastes are available with sides of potato salad, coleslaw, baked beans, and roasted potatoes. An array of sandwiches is also available like pastrami, brisket, and a burger. Everything is served on disposable dinnerware and cups. Foods are picked up at the counter and self seating is available. All this relieves the need for dishwashers, wait staff, and the cost associated.

Hours of operation will be seven days a week. Monday thru Thursday from 11 AM to 8 PM. Friday and Saturday from 11 AM to 10 PM. Sunday from 12 Noon to 7 PM.

There are no restaurants specializing in barbecue within seven miles of the location. There are two restaurants just outside this radius that serve barbecue. One is Hawaiian and serves only short ribs. The other is a national chain with products that do not come close to matching the freshness and flavor of Dem Bonz. The general area has a demographic of family homes, apartments, and businesses within a five mile radius of the location.

Dem Bonz Restaurants, LLC has a goal of opening 5 stores in the next 5 years. We can duplicate the simplicity of providing a consistent, flavorful and fresh product unmatched in this industry. The low cost of operating each store should produce better than average return on investment.



ACC000109  
FILE #7987

## **Appendix "A"**

### **Founders' Resumes**

**ACC000110**  
FILE #7987

## Steve J. Rogan

8912 E. Pinnacle Peak Rd. #174

Scottsdale, AZ 85255

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Phone: 619-565-0094

E-mail: [ulcllc@gmail.com](mailto:ulcllc@gmail.com)

<b>EDUCATION:</b>	1972	Graduated Canfield High School	Canfield, Ohio
	1976	Licensed Life and Disability Agent	Los Angeles, California
	1977	Licensed NASD Principle	Los Angeles, California
	1980	Licensed Real Estate Agent	Newport Beach, California

### EXPERIENCE:

1986-Present                      **United Loan Consultants**                      Scottsdale, AZ

Owner

Manage and operate a full service mortgage brokerage

Prospect and secure loan applications from clients

Follow up through closing the mortgage loan

1972-1973                      **Shep's Deli**                      West Los Angeles, CA

Assistant Manager

Performed all duties, scheduling, sandwichman, cook, deliman, prep chef, and waiter

1973-1975                      **Clementine's**                      Beverly Hills, CA

Head Waiter

Managed waitstaff for upscale restaurant

Scheduling and participating in all areas of food and bar service

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FILE #7987

1981-1997

**Primerica Financial Services**

Newport Beach, CA

National Sales Director

Manage and operate a full service Life Insurance and Securities Company

Prospect and acquire new clients

Supervise a sales force of 400 agents in multiple locations

1991-1994

**P.J.'s Dem Bonz**

Mission Viejo, CA

Owner/Operator

Created, managed, and operated casual dining restaurant specializing in hickory smoked meats and fresh sides

1994-2002

**Gourmet Galloper**

Pagosa Springs, CO

Owner/Operator

Created and operated in-home catering company

Preparation, service, and cleanup for 6-100 people

Featured all types of cuisine and barbeque for large parties

ACC000112  
FILE #7987

# Carol Ann Richey

8912 E. Pinnacle Peak Rd. #174

Scottsdale, AZ 85255

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Phone: 480-277-5413

E-mail: [metrocap3664@gmail.com](mailto:metrocap3664@gmail.com)

**EDUCATION:** 1972-1974 Briarwood College for Women Southington, CT

**Diploma in Travel and Management Studies**

1974-1976 Tunxis Community College Bristol, CT

**Diploma in Business Management**

December 2002 Professional Institute of Real Estate Scottsdale, AZ

## **EXPERIENCE:**

2005-Present **MetroCapital Acquisitions** Scottsdale, AZ

Owner

Real estate and business acquisitions

Research, negotiation, and acquisitions of real estate ventures

2002-2005 **United Loan Consultants** Scottsdale, AZ

Director of Administration

Develop office managerial procedures and organization

Management of customer retention and follow-up

2001-2002 **Gourmet Galloper** Pagosa Springs, CO

Preparation, service, and cleanup for 6-100 people

Featured all types of cuisine for large parties

1999-2002 **Business Development Services** Pagosa Springs, CO

Lead Generation and Sales Development

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FILE #7987

Set up meetings with Corporate Senior Executives of Fortune 500 Companies who have authorized for expenditures on offshore trust investments

1996-1999

**Ocean Signal Technologies**

San Diego, CA

Sales Coordinator to CEO

Prospected and developed a database to contact Senior Executives of major corporations on a national basis

Assisted in major project management in operations field and coordinated trade shows nationally

1993-1996

**Sea-Hornet Industries, Inc.**

Vancouver, B.C.

Sales Team Associate

Marketing and Sales development for targeting accounts

Contacted Senior Executives authorized to make major expenditures for project and management services

ACC000114  
FILE #7987

## PROMISSORY NOTE

\$ \_\_\_\_\_, 200\_\_\_\_  
\_\_\_\_\_, Arizona

For value received, Dem Bonz Barbeque Restaurants, LLC, an Arizona limited liability company (the "Maker"), hereby promises to pay to \_\_\_\_\_ (the "Holder"), at \_\_\_\_\_, Arizona or such other address as the holder hereof may designate from time to time, the sum of \_\_\_\_\_ (\$ \_\_\_\_\_), with interest thereon from the date hereof until maturity, as outlined below.

**1. DEFINED TERMS.** Capitalized terms herein shall have the same meaning as in the Maker's business plan ("Business Plan"), attached hereto as Schedule "A", unless otherwise defined herein.

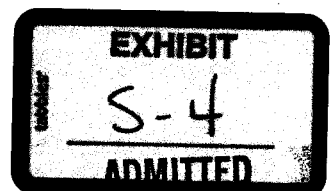
**2. LOAN DOCUMENTS.** This Note and the Business Plan, describing in detail the projected Holder/Lender returns and use of proceeds, are all incorporated herein and together constitute the "Loan Documents".

**3. TERM & INTEREST.** Interest on the unpaid principal indebtedness shall accrue at the base rate of fifteen percent (15%) per annum, and, subject to the prepayment rights in paragraph 5 below, shall be due and payable (together with the principal) forty-eight (48) months from the date hereof (the "Term"). During the first twelve (12) months, interest only shall apply (the "Interest Only Period") and shall be paid each month beginning thirty (30) days from the date hereof. At the end of the Interest Only Period, the Maker shall pay the Holder blended payments of interest and principal.

**4. ADDITIONAL CONSIDERATION.** As additional consideration for the Loan, the Maker agrees to pay the Holder the sum of fifteen (15%) percent of the Maker's net profits from operations after tax (see Lender's Return in Business Plan for further details). This additional consideration shall continue for the full Term, even if the Maker has exercised certain prepayment rights as set forth in paragraph 5 below. Provided that the principal indebtedness and any interest related thereto have been paid in full, the Maker may elect to sell the project as described in the Business Plan. In such an event, the Holder shall be entitled to fifteen (15%) of the net proceeds from such a sale as full and final payment for the additional consideration.

**5. PREPAYMENT AND POST PAYMENT RIGHTS.** At any time after twenty-four (24) months from the date hereof, Maker shall have the right to prepay the principal and accrued interest (if any) of the obligation, in whole or part without penalty. Maker shall give Holder thirty (30) days written notice of Maker's intent to prepay. All payments shall first be applied to accrued interest, then to principal. No prepayment, partial or whole, may be prior to twenty-four (24) months from the date hereof without Holder's consent.

ACC000057  
FILE #7987





**6. DEFAULT.** If default is made in the payment of this Note, or any of the other Loan Documents, the entire principal sum and accrued interest and all other amounts due hereunder or under the Loan Documents shall become due, at the option of Holder, thirty (30) days after delivery of written notice to Maker. In the event of default in the payment of any installment and/or payment of principal and/or interest to become due hereunder, at the option of Holder, interest shall be computed and payable on the then unpaid balance of the principal and accrued interest, at the interest rate provided herein, plus two percent (2%) per annum, until such time as the default is cured or all sums due to Holder hereunder are fully paid and satisfied.

**7. LIMITATION ON INTEREST.** Nothing herein contained shall be construed or shall so operate as to require Maker to pay any interest at a rate greater than the highest rate for which it is lawful to contract under the laws of the State of Arizona from time to time in effect. If any clauses, or provisions herein contained operate or would prospectively operate to invalidate this Note, then such clauses and provisions only shall be held for naught as though not herein contained, and the remainder of this instrument shall remain operative and in full force and effect.

**8. RIGHT TO ACCELERATE.** In the event garnishment, attachment, levy or execution is issued against any of the property or assets of Maker, Holder hereof may declare this Note immediately due and payable, without notice to Maker.

**9. ATTORNEY'S FEES.** Should suit be brought to recover on this Note, or should the same be placed in the hands of an attorney for collection, Maker promises to pay all reasonable attorneys' fees and costs incurred in connection therewith.

**10. NON WAIVER OF HOLDER.** Failure of Holder to exercise any option hereunder shall not constitute a waiver of the right to exercise the same in the event of any subsequent default, or in the event of continuance of any existing default, after demand for strict performance hereof

**11. WAIVER BY MAKER.** The Maker hereof, the endorsers, guarantors, and all persons now or hereafter liable on this Note severally waive demand, diligence, presentment for payment, protest and notice of demand, protest, nonpayment, notice of any default or exercise of any option hereunder, and further agree that the granting without notice of any extension or extensions of time for payment of any sum or sums due hereunder or under any security agreement or other instrument securing this Note, or for the performance of any covenant, condition or agreement hereof or thereof or the taking or release of other or additional security, or the modification without notice of any of the terms, including the interest rate of the Note, shall in no way release or discharge the liability of Maker, endorsers, guarantors, and all persons now or hereafter liable on this Note or the loan documents.

**12. TIME OF THE ESSENCE.** Acceptance of payments after their due dates shall not waive or postpone any right of Holder. Time is and shall remain of the essence.

ACC000058  
FILE #7987

**13. RECORDS.** All transactions with respect to the Note will be recorded on the books of Maker by the Maker's contracted bookkeeping and business management firm, ProCon Management LLC, and shall be made available to the Holder within three (3) days of the Holder making such a request of the Maker. Such records shall be presumed correct, but shall be subject to correction and change for any computational error. By way of executing this agreement, the Maker is authorizing ProCon Management LLC to communicate directly with the Holder regarding this agreement and any conditions related thereto, for the Term of this agreement.

**14. INTEREST PERIOD.** Interest will be computed in arrears at the interest rate specified in this Note, utilizing daily periodic rates based on a 365 day year,

**15. GOVERNING LAW.** The laws and jurisdiction of the State of Arizona shall be applied with respect to the construction of and any disputes mother matters related to this Note and/or all instruments (if any) securing this note.

IN WITNESS WHEREOF, this Promissory Note has been executed as of the date first above written.

**MAKER:**

Dem Bonz Barbeques Restaurants, LLC

By: \_\_\_\_\_  
Carol Richey, Managing Member

**HOLDER:**

Company

By: \_\_\_\_\_  
Name, Title

**GUARANTOR:**

\_\_\_\_\_  
Carol Richey

**GUARANTOR:**

\_\_\_\_\_  
Steve Rogan

ACC000059  
FILE #7987

**DEM BONZ BARBECUE RESTAURANTS, LLC**  
8912 E. Pinnacle Peak Rd. #174  
Scottsdale, AZ 85255

February 23, 2009

Arizona Corporation Commission  
1300 West Washington, Third Floor  
Phoenix, AZ 85007  
Attn: Michael J. Rice, Special Investigator

Mr. Rice,

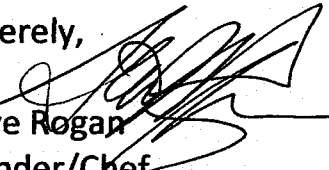
Enclosed please find the documentation requested by your office. These documents constitute all the records available for Dem Bonz Restaurants, LLC.

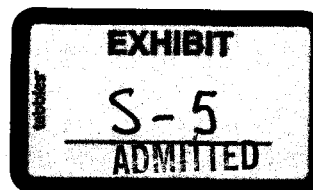
We have been in the process of securing a lender to further the establishment of Dem Bonz Barbecue Restaurant at a chosen location in Scottsdale. All contacts regarding this venture are in the records provided or the business plan. As stated before our focus has been to locate an "angel" to fund our concept. At no time did we offer for sale any unregistered securities or promissory notes. We never had a promissory note until you falsely purported yourself to be a potential "investor."

We will continue our efforts to locate a private source for our business venture. There is no law against advertising for potential business funding either by newspaper, craigslist or any other media. It is up to any potential interested party to conduct their own due diligence in determining whether or not the project has viability.

We welcome your investigation and are confident you have no grounds for your allegations of violation of any Arizona statutes.

Sincerely,

  
Steve Rogan  
Founder/Chef



ACC000077  
FILE #7987



Franchise Investor

Tuesday, January 27, 2009 3:32 PM

From: "Mike Warren" <cashzone77@yahoo.com>

To: dembonzbbq@gmail.com

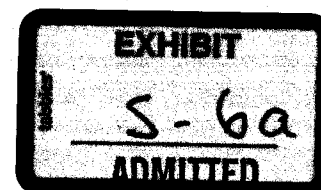
Saw your add in Craigslist and looked at your website. I like the concept and would like to know more. Could you please email a copy of your business plan and anything else you have. I'd also like to know how the investment is secured. I have a significant amount to invest and am looking at several other options, so the sooner the better. I would like to start getting a decent return as soon as possible.

Hope to hear from you soon.

Thanks,

Mike

ACC000010  
FILE #7987





**Re: Franchise Investor**

Tuesday, January 27, 2009 4:12 PM

**From:** "Steve Rogan" <dembonzbbq@gmail.com>  
**To:** cashzone77@yahoo.com  
DemBonzBusinessPlan2[1].pdf (1402KB)

Mike,

I have the buildout already complete. I need a "Angel" investor to participate for a 48% ROI. I have done this before so my experience and committment is the security. Nobody does this better in the valley. Scottsdale has NO barbecue that does it right.

Look at the Business Plan and call me or e-mail with questions. I should be open in a few weeks. If you would like to participate I still have an opening for an additional investor.

Thanks for your consideration.

Steve Rogan  
619 565-0094

On Tue, Jan 27, 2009 at 3:32 PM, Mike Warren <cashzone77@yahoo.com> wrote:

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Hope to hear from you soon.

Thanks,

Mike

ACC000011  
FILE #7987



**Re: Franchise Investor**

Wednesday, January 28, 2009 7:36 AM

**From:** "Steve Rogan" <dembonzbbq@gmail.com>  
**To:** cashzone77@yahoo.com

Mike,

What did you think of the business plan?

Steve

On Tue, Jan 27, 2009 at 4:12 PM, Steve Rogan <dembonzbbq@gmail.com> wrote:

Mike,

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619 565-0094

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Hope to hear from you soon.

Thanks,

Mike

ACC000012  
FILE #7987



**Re: Franchise Investor**

Wednesday, January 28, 2009 12:30 PM

**From:** "Steve Rogan" <dembonzbbq@gmail.com>  
**To:** cashzone77@yahoo.com

Mike,

Yes, the offer is still there. You can try to reach me when you have time. I just negotiated a lower lease payment on the Flagship location this morning so I'm really pleased about that.

Thanks for your interest.

Steve

On Wed, Jan 28, 2009 at 12:03 PM, Mike Warren <cashzone77@yahoo.com> wrote:  
Steve,

Thanks for the reply. Just had a chance to look at the business plan. Sounds pretty good and I'm definitely interested. I'm real busy today and tomorrow but would like to talk with you when I get a chance. I may be out of town on Friday and the weekend so if you don't hear from me this week you can expect me to call first thing next week. If I can get some spare time I'll try to get in touch before then. Hopefully the offer will still be there.

Mike

--- On Wed, 1/28/09, Steve Rogan <dembonzbbq@gmail.com> wrote:

From: Steve Rogan <dembonzbbq@gmail.com>  
Subject: Re: Franchise Investor  
To: cashzone77@yahoo.com  
Date: Wednesday, January 28, 2009, 7:36 AM

Mike,

What did you think of the business plan?

Steve

On Tue, Jan 27, 2009 at 4:12 PM, Steve Rogan <dembonzbbq@gmail.com> wrote:  
Mike,

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Look at the Business Plan and call me or e-mail with questions. I should be open in a few weeks. If you would like to participate I still have an opening for an additional investor.

Thanks for your consideration.

Steve Rogan  
619 565-0094

**ACC000013**  
FILE #7987

On Tue, Jan 27, 2009 at 3:32 PM, Mike Warren <cashzone77@yahoo.com> wrote:  
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investment is secured. I have a significant amount to invest and am looking at several other options, so the sooner the better. I would like to start getting a decent return as soon as possible.

Hope to hear from you soon.

Thanks,

Mike

**ACC000014**  
FILE #7987





**Re: Franchise Investor**

Wednesday, January 28, 2009 5:19 PM

**From:** "Steve Rogan" <dembonzbbq@gmail.com>  
**To:** cashzone77@yahoo.com

Mike,

Best number to reach me is 619 565-0094.

Steve

On Wed, Jan 28, 2009 at 12:30 PM, Steve Rogan <dembonzbbq@gmail.com> wrote:  
Mike,

Yes, the offer is still there. You can try to reach me when you have time. I just negotiated a lower lease payment on the Flagship location this morning so I'm really pleased about that.

Thanks for your interest.

Steve

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Mike

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From: Steve Rogan <dembonzbbq@gmail.com>  
Subject: Re: Franchise Investor  
To: cashzone77@yahoo.com  
Date: Wednesday, January 28, 2009, 7:36 AM

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What did you think of the business plan?

Steve

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Thanks for your consideration.

**ACC000015**  
FILE #7987

Steve Rogan  
619 565-0094

On Tue, Jan 27, 2009 at 3:32 PM, Mike Warren <[cashzone77@yahoo.com](mailto:cashzone77@yahoo.com)> wrote:

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Hope to hear from you soon.

Thanks,

Mike

ACC000016  
FILE #7987



**Re: Franchise Investor**

Monday, February 2, 2009 6:45 AM

**From:** "Steve Rogan" <dembonzbbq@gmail.com>  
**To:** cashzone77@yahoo.com

Mike,

Hope you had a great weekend.

Please give me a call this morning and we'll discuss the barbecue.

Thanks,

Steve Rogan  
619 565-0094

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Mike,

Best number to reach me is 619 565-0094.

Steve

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Mike

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Subject: Re: Franchise Investor  
To: cashzone77@yahoo.com  
Date: Wednesday, January 28, 2009, 7:36 AM

Mike,

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Steve

**ACC000017**  
FILE #7987

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619 565-0094

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Hope to hear from you soon.

Thanks,

Mike

**ACC000018**  
FILE #7987



**Re: Franchise Investor**

Thursday, February 5, 2009 10:36 AM

**From:** "Steve Rogan" <dembonzbbq@gmail.com>

**To:** cashzone77@yahoo.com

Mike,

I just spoke with Ralph. He has been swamped, however he should have the contract to you soon.

Thanks,

Steve

On Mon, Feb 2, 2009 at 6:45 AM, Steve Rogan <dembonzbbq@gmail.com> wrote:

Mike,

Hope you had a great weekend.

Please give me a call this morning and we'll discuss the barbecue.

Thanks,

Steve Rogan  
619 565-0094

On Wed, Jan 28, 2009 at 5:19 PM, Steve Rogan <dembonzbbq@gmail.com> wrote:

Mike,

Best number to reach me is 619 565-0094.

Steve

On Wed, Jan 28, 2009 at 12:30 PM, Steve Rogan <dembonzbbq@gmail.com> wrote:

Mike,

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--- On **Wed, 1/28/09**, Steve Rogan <dembonzbbq@gmail.com> wrote:

| From: Steve Rogan <dembonzbbq@gmail.com>  
| Subject: Re: Franchise Investor

**ACC000019**  
FILE #7987

To: [cashzone77@yahoo.com](mailto:cashzone77@yahoo.com)

Date: Wednesday, January 28, 2009, 7:36 AM

Mike,

What did you think of the business plan?

Steve

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Steve Rogan  
619 565-0094

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Hope to hear from you soon.

Thanks,

Mike

ACC000020  
FILE #7987



**Re: Franchise Investor**

Thursday, February 5, 2009 5:17 PM

**From:** "Steve Rogan" <dembonzbbq@gmail.com>  
**To:** cashzone77@yahoo.com

Mike,

I just spoke with our controller Ralph. He will be preparing the contract for you over the weekend and I should have it to you first thing Monday morning for your review.

I will call you Monday afternoon to discuss or answer any questions.

Thanks for your patience.

Steve

On Thu, Feb 5, 2009 at 2:35 PM, Mike Warren <cashzone77@yahoo.com> wrote:  
Thanks Steve. I'll be watching for it and in touch after I take a look.

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To: cashzone77@yahoo.com  
Date: Thursday, February 5, 2009, 10:36 AM

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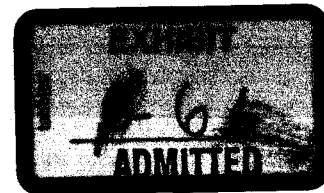
Steve Rogan  
619 565-0094

On Wed, Jan 28, 2009 at 5:19 PM, Steve Rogan <dembonzbbq@gmail.com> wrote:  
Mike,

Best number to reach me is 619 565-0094.

Steve

On Wed, Jan 28, 2009 at 12:30 PM, Steve Rogan <dembonzbbq@gmail.com> wrote:



**ACC000051**  
FILE #7987

Mike,

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Thanks for your interest.

Steve

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Subject: Re: Franchise Investor  
To: [cashzone77@yahoo.com](mailto:cashzone77@yahoo.com)  
Date: Wednesday, January 28, 2009, 7:36 AM

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Steve

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Steve Rogan  
619 565-0094

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Hope to hear from you soon.

ACC000052  
FILE #7987



Thanks,

Mike

ACC000053  
FILE #7987



**Re: Franchise Investor**

Monday, February 9, 2009 6:52 AM

**From:** "Steve Rogan" <dembonzbbq@gmail.com>  
**To:** cashzone77@yahoo.com  
PromNoteDemBonz.doc (33KB)

Mike,

I wanted to get this over to you this morning.

Please look over this note. If you have any specific questions please call Ralph. He, with his company ProCon Management, will handle all financial operations of Dem Bonz including all funding and disbursements.

We can set a meeting as soon as you are ready.

Thanks,

Steve

On Thu, Feb 5, 2009 at 5:17 PM, Steve Rogan <dembonzbbq@gmail.com> wrote:  
Mike,

I just spoke with our controller Ralph. He will be preparing the contract for you over the weekend and I should have it to you first thing Monday morning for your review.

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Subject: Re: Franchise Investor  
To: cashzone77@yahoo.com  
Date: Thursday, February 5, 2009, 10:36 AM

Mike,

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Thanks,

Steve

On Mon, Feb 2, 2009 at 6:45 AM, Steve Rogan <dembonzbbq@gmail.com> wrote:  
Mike,

Hope you had a great weekend.

**ACC000054**  
FILE #7987

Please give me a call this morning and we'll discuss the barbecue.

Thanks,

Steve Rogan  
619 565-0094

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Steve,

Thanks for the reply. Just had a chance to look at the business plan. Sounds pretty good and I'm definitely interested. I'm real busy today and tomorrow but would like to talk with you when I get a chance. I may be out of town on Friday and the weekend so if you don't hear from me this week you can expect me to call first thing next week. If I can get some spare time I'll try to get in touch before then. Hopefully the offer will still be there.

Mike

--- On **Wed, 1/28/09**, Steve Rogan <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)> wrote:

From: Steve Rogan <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)>  
Subject: Re: Franchise Investor  
To: [cashzone77@yahoo.com](mailto:cashzone77@yahoo.com)  
Date: Wednesday, January 28, 2009, 7:36 AM

Mike,

What did you think of the business plan?

Steve

On Tue, Jan 27, 2009 at 4:12 PM, Steve Rogan <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)> wrote:  
Mike,

I have the buildout already complete. I need a "Angel" investor to participate for a 48% ROI. I have done this before so my experience and commitment is the security. Nobody does this better in the valley. Scottsdale has NO barbecue that does it right.

ACC000055  
FILE #7987

Look at the Business Plan and call me or e-mail with questions. I should be open in a few weeks. If you would like to participate I still have an opening for an additional investor.

Thanks for your consideration.

Steve Rogan  
619 565-0094

On Tue, Jan 27, 2009 at 3:32 PM, Mike Warren <cashzone77@yahoo.com> wrote:

Saw your add in Craigslist and looked at your website. I like the concept and would like to know more. Could you please email a copy of your business plan and anything else you have. I'd also like to know how the investment is secured. I have a significant amount to invest and am looking at several other options, so the sooner the better. I would like to start getting a decent return as soon as possible.

Hope to hear from you soon.

Thanks,

Mike

ACC000056  
FILE #7987

## PROMISSORY NOTE

\$ \_\_\_\_\_, 200\_\_\_\_  
\_\_\_\_\_, Arizona

For value received, Dem Bonz Barbeque Restaurants, LLC, an Arizona limited liability company (the "Maker"), hereby promises to pay to \_\_\_\_\_ (the "Holder"), at \_\_\_\_\_, Arizona or such other address as the holder hereof may designate from time to time, the sum of \_\_\_\_\_ (\$ \_\_\_\_\_), with interest thereon from the date hereof until maturity, as outlined below.

**1. DEFINED TERMS.** Capitalized terms herein shall have the same meaning as in the Maker's business plan ("Business Plan"), attached hereto as Schedule "A", unless otherwise defined herein.

**2. LOAN DOCUMENTS.** This Note and the Business Plan, describing in detail the projected Holder/Lender returns and use of proceeds, are all incorporated herein and together constitute the "Loan Documents".

**3. TERM & INTEREST.** Interest on the unpaid principal indebtedness shall accrue at the base rate of fifteen percent (15%) per annum, and, subject to the prepayment rights in paragraph 5 below, shall be due and payable (together with the principal) forty-eight (48) months from the date hereof (the "Term"). During the first twelve (12) months, interest only shall apply (the "Interest Only Period") and shall be paid each month beginning thirty (30) days from the date hereof. At the end of the Interest Only Period, the Maker shall pay the Holder blended payments of interest and principal.

**4. ADDITIONAL CONSIDERATION.** As additional consideration for the Loan, the Maker agrees to pay the Holder the sum of fifteen (15%) percent of the Maker's net profits from operations after tax (see Lender's Return in Business Plan for further details). This additional consideration shall continue for the full Term, even if the Maker has exercised certain prepayment rights as set forth in paragraph 5 below. Provided that the principal indebtedness and any interest related thereto have been paid in full, the Maker may elect to sell the project as described in the Business Plan. In such an event, the Holder shall be entitled to fifteen (15%) of the net proceeds from such a sale as full and final payment for the additional consideration.

**5. PREPAYMENT AND POST PAYMENT RIGHTS.** At any time after twenty-four (24) months from the date hereof, Maker shall have the right to prepay the principal and accrued interest (if any) of the obligation, in whole or part without penalty. Maker shall give Holder thirty (30) days written notice of Maker's intent to prepay. All payments shall first be applied to accrued interest, then to principal. No prepayment, partial or whole, may be prior to twenty-four (24) months from the date hereof without Holder's consent.

**6. DEFAULT.** If default is made in the payment of this Note, or any of the other Loan Documents, the entire principal sum and accrued interest and all other amounts due hereunder or under the Loan Documents shall become due, at the option of Holder, thirty (30) days after delivery of written notice to Maker. In the event of default in the payment of any installment and/or payment of principal and/or interest to become due hereunder, at the option of Holder, interest shall be computed and payable on the then unpaid balance of the principal and accrued interest, at the interest rate provided herein, plus two percent (2%) per annum, until such time as the default is cured or all sums due to Holder hereunder are fully paid and satisfied.

**7. LIMITATION ON INTEREST.** Nothing herein contained shall be construed or shall so operate as to require Maker to pay any interest at a rate greater than the highest rate for which it is lawful to contract under the laws of the State of Arizona from time to time in effect. If any clauses, or provisions herein contained operate or would prospectively operate to invalidate this Note, then such clauses and provisions only shall be held for naught as though not herein contained, and the remainder of this instrument shall remain operative and in full force and effect.

**8. RIGHT TO ACCELERATE.** In the event garnishment, attachment, levy or execution is issued against any of the property or assets of Maker, Holder hereof may declare this Note immediately due and payable, without notice to Maker.

**9. ATTORNEY'S FEES.** Should suit be brought to recover on this Note, or should the same be placed in the hands of an attorney for collection, Maker promises to pay all reasonable attorneys' fees and costs incurred in connection therewith.

**10. NON WAIVER OF HOLDER.** Failure of Holder to exercise any option hereunder shall not constitute a waiver of the right to exercise the same in the event of any subsequent default, or in the event of continuance of any existing default, after demand for strict performance hereof

**11. WAIVER BY MAKER.** The Maker hereof, the endorsers, guarantors, and all persons now or hereafter liable on this Note severally waive demand, diligence, presentment for payment, protest and notice of demand, protest, nonpayment, notice of any default or exercise of any option hereunder, and further agree that the granting without notice of any extension or extensions of time for payment of any sum or sums due hereunder of under any security agreement or other instrument securing this Note, or for the performance of any covenant, condition or agreement hereof or thereof or the taking or release of other or additional security, or the modification without notice of any of the terms, including the interest rate of the Note, shall in no way release or discharge the liability of Maker, endorsers, guarantors, and all persons now or hereafter liable on this Note or the loan documents.

**12. TIME OF THE ESSENCE.** Acceptance of payments after their due dates shall not waive or postpone any right of Holder. Time is and shall remain of the essence.

ACC000058  
FILE #7987

**13. RECORDS.** All transactions with respect to the Note will be recorded on the books of Maker by the Maker's contracted bookkeeping and business management firm, ProCon Management LLC, and shall be made available to the Holder within three (3) days of the Holder making such a request of the Maker. Such records shall be presumed correct, but shall be subject to correction and change for any computational error. By way of executing this agreement, the Maker is authorizing ProCon Management LLC to communicate directly with the Holder regarding this agreement and any conditions related thereto, for the Term of this agreement.

**14. INTEREST PERIOD.** Interest will be computed in arrears at the interest rate specified in this Note, utilizing daily periodic rates based on a 365 day year,

**15. GOVERNING LAW.** The laws and jurisdiction of the State of Arizona shall be applied with respect to the construction of and any disputes mother matters related to this Note and/or all instruments (if any) securing this note.

IN WITNESS WHEREOF, this Promissory Note has been executed as of the date first above written.

**MAKER:**

Dem Bonz Barbeques Restaurants, LLC

By: \_\_\_\_\_  
Carol Richey, Managing Member

**HOLDER:**

Company

By: \_\_\_\_\_  
Name, Title

**GUARANTOR:**

\_\_\_\_\_  
Carol Richey

**GUARANTOR:**

\_\_\_\_\_  
Steve Rogan

ACC000059  
FILE #7987



Re: Franchise Investor

Thursday, February 12, 2009 8:18 AM

From: "Steve Rogan" <dembonzbbq@gmail.com>  
To: cashzone77@yahoo.com

Mike,

Do you have time to meet tomorrow?

Steve

On Tue, Feb 10, 2009 at 8:12 AM, Steve Rogan <dembonzbbq@gmail.com> wrote:

Mike,

Thanks very much. I'm looking forward to meeting with you. I'll show you the store location and anything else you need.

Have a great day!

Steve

On Tue, Feb 10, 2009 at 8:09 AM, Mike Warren <cashzone77@yahoo.com> wrote:

Yes I did. Busy day today but I'll be in touch soon and will want to meet with you. I'll give you a call when I have a time available.

Thanks

--- On Tue, 2/10/09, Steve Rogan <dembonzbbq@gmail.com> wrote:

From: Steve Rogan <dembonzbbq@gmail.com>  
Subject: Re: Franchise Investor  
To: cashzone77@yahoo.com  
Date: Tuesday, February 10, 2009, 7:39 AM

Mike,

Just checking to make sure you got everything.

Steve

On Mon, Feb 9, 2009 at 6:52 AM, Steve Rogan <dembonzbbq@gmail.com> wrote:

Mike,

I wanted to get this over to you this morning.

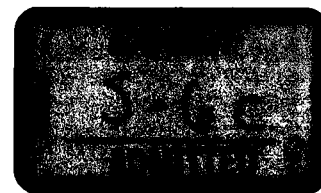
Please look over this note. If you have any specific questions please call Ralph. He, with his company ProCon Management, will handle all financial operations of Dem Bonz including all funding and disbursements.

We can set a meeting as soon as you are ready.

Thanks,

Steve

On Thu, Feb 5, 2009 at 5:17 PM, Steve Rogan <dembonzbbq@gmail.com> wrote:



ACC000060  
FILE #7987



Mike,

I just spoke with our controller Ralph. He will be preparing the contract for you over the weekend and I should have it to you first thing Monday morning for your review.

I will call you Monday afternoon to discuss or answer any questions.

Thanks for your patience.

Steve

On Thu, Feb 5, 2009 at 2:35 PM, Mike Warren <[cashzone77@yahoo.com](mailto:cashzone77@yahoo.com)> wrote:

Thanks Steve. I'll be watching for it and in touch after I take a look.

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Subject: Re: Franchise Investor

To: [cashzone77@yahoo.com](mailto:cashzone77@yahoo.com)

Date: Thursday, February 5, 2009, 10:36 AM

Mike,

I just spoke with Ralph. He has been swamped, however he should have the contract to you soon.

Thanks,

Steve

On Mon, Feb 2, 2009 at 6:45 AM, Steve Rogan <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)> wrote:

Mike,

Hope you had a great weekend.

Please give me a call this morning and we'll discuss the barbecue.

Thanks,

Steve Rogan  
619 565-0094

On Wed, Jan 28, 2009 at 5:19 PM, Steve Rogan <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)> wrote:

Mike,

Best number to reach me is 619 565-0094.

Steve

On Wed, Jan 28, 2009 at 12:30 PM, Steve Rogan <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)> wrote:

Mike,

Yes, the offer is still there. You can try to reach me when you have time. I just negotiated a lower lease payment on the Flagship location this morning so I'm really pleased about that.

Thanks for your interest.

**ACC000061**  
FILE #7987

Steve

On Wed, Jan 28, 2009 at 12:03 PM, Mike Warren <[cashzone77@yahoo.com](mailto:cashzone77@yahoo.com)> wrote:  
Steve,

Thanks for the reply. Just had a chance to look at the business plan. Sounds pretty good and I'm definitely interested. I'm real busy today and tomorrow but would like to talk with you when I get a chance. I may be out of town on Friday and the weekend so if you don't hear from me this week you can expect me to call first thing next week. If I can get some spare time I'll try to get in touch before then. Hopefully the offer will still be there.

Mike

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Subject: Re: Franchise Investor  
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What did you think of the business plan?

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Mike,

I have the buildout already complete. I need a "Angel" investor to participate for a 48% ROI. I have done this before so my experience and commitment is the security. Nobody does this better in the valley. Scottsdale has NO barbecue that does it right.

Look at the Business Plan and call me or e-mail with questions. I should be open in a few weeks. If you would like to participate I still have an opening for an additional investor.

Thanks for your consideration.

Steve Rogan  
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Saw your add in Craigslist and looked at your website. I like the concept and would like to know more. Could you please email a copy of your business plan and anything else you have. I'd also like to know how the investment is secured. I have a significant amount to invest and am looking at several other options, so the sooner the better. I would like to start getting a decent return as soon as possible.

Hope to hear from you soon.

**ACC000062**  
FILE #7987

Thanks,  
Mike

ACC000063  
FILE #7987



**Re: Franchise Investor**

Thursday, February 19, 2009 4:48 PM

From: "Steve Rogan" <dembonzbbq@gmail.com>  
To: cashzone77@yahoo.com

Mike,

I talked with an attorney he told me you are full of it!

I will spit in your face for your tactics and still open my restaurant.

You are a liar. You have no grounds!

ASSHOLE!!!!

On Thu, Feb 19, 2009 at 11:34 AM, Steve Rogan <dembonzbbq@gmail.com> wrote:  
Mike,

You are an idiot! We were not offering unregistered securities! bWe were just looking for an "Angel" investor and that is not against the law!

Steve

On Thu, Feb 19, 2009 at 6:48 AM, Steve Rogan <dembonzbbq@gmail.com> wrote:  
Mike,

Please call or e-mail me this morning so we can meet.

Steve

On Wed, Feb 18, 2009 at 3:03 PM, Steve Rogan <dembonzbbq@gmail.com> wrote:  
Mike,

What time is good for you?

Steve

On Wed, Feb 18, 2009 at 3:00 PM, Mike Warren <cashzone77@yahoo.com> wrote:  
Steve,

Sorry, I've been very busy. I'll try to get with you tomorrow. Would like to see the place and talk. I'll let you know asap.

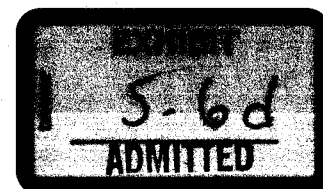
Thanks,

Mike

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From: Steve Rogan <dembonzbbq@gmail.com>  
Subject: Re: Franchise Investor  
To: cashzone77@yahoo.com  
Date: Wednesday, February 18, 2009, 7:49 AM

Mike,



ACC000070  
FILE #7987

Any time this week?

Steve

On Sun, Feb 15, 2009 at 11:32 AM, Steve Rogan <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)> wrote:

Mike,

I am setting my calendar for the week. I was hoping you would have time to meet with me and I could show you the location.

Please let me know.

Steve

On 2/13/09, **Steve Rogan** <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)> wrote:

Mike,

Do you have a time we could meet?

Thanks,

Steve

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Thanks

--- On Tue, 2/10/09, Steve Rogan <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)> wrote:

**ACC000071**  
FILE #7987

From: Steve Rogan <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)>  
Subject: Re: Franchise Investor

To: [cashzone77@yahoo.com](mailto:cashzone77@yahoo.com)

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From: Steve Rogan <[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)>

Subject: Re: Franchise Investor

To: [cashzone77@yahoo.com](mailto:cashzone77@yahoo.com)

Date: Thursday, February 5, 2009, 10:36 AM

Mike,

**ACC000072**  
FILE #7987

I just spoke with Ralph. He has been swamped, however he should have the contract to you soon.

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Mike

**ACC000073**  
FILE #7987

--- On Wed, 1/28/09, Steve Rogan  
<[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)> wrote:

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Subject: Re: Franchise Investor  
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619 565-0094

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Hope to hear from you soon.

Thanks,

Mike

**ACC000074**  
FILE #7987



[REDACTED]

ACC000075  
FILE #7987

# STATE OF ARIZONA



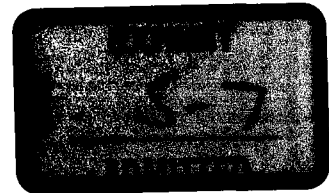
## Office of the CORPORATION COMMISSION

I, Michael P. Kearns, Interim Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

### ARTICLES OF INCORPORATION

consisting of 2 pages, is a true and complete copy of the original of said document on file with this office for:

**PIZAZZ, LLC**  
**ACC file number: L-1492038-0**



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: June 9, 2009.

A handwritten signature in cursive script, likely of Michael P. Kearns, placed above the title "Interim Executive Director".

Interim Executive Director

By:

A handwritten signature in cursive script, likely of Mary Lee, placed below the word "By:".

DEC 04 2008

FILE NO. L-1492038-0

DO NOT WRITE ABOVE THIS LINE, FOR ACC USE ONLY

## ARTICLES OF ORGANIZATION

Select one. This form may be used for:

☒ **ARIZONA LIMITED LIABILITY COMPANY (A.R.S. §29-632)**

☐ **ARIZONA PROFESSIONAL LIMITED LIABILITY COMPANY (A.R.S. §29-841.01)**

### 1. The name of the organization:

A. \_\_\_\_\_  
LLC Name Reservation File Number (If one has been obtained). If not, leave this line blank

B. PIAZZZ, LLC  
Limited Liability Company Name

### 2. Known place of business in Arizona (If address is the same as the street address of the statutory agent, write "same as statutory agent". DO NOT LEAVE THIS SECTION BLANK)

Address SAME AS STATUTORY AGENT  
City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

### 3. The name and street address of the statutory agent in Arizona

Name CAROL RICHEY  
Address 8912 E PINNACLE PEAK RD #174  
City SCOTTSDALE State AZ Zip 85255

### Acceptance of Appointment by Statutory Agent:

I CAROL RICHEY, having been designated to act as  
(Print Name of the Statutory Agent)

Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statute.

Agent Signature: Carol Richey

If signing on behalf of a company, please print the company name here.

DO NOT PUBLISH THIS SECTION  
NOTE: A professional limited liability company is an LLC organized for the purpose of rendering one or more categories of professional service. Professional service is defined as a service that may be lawfully rendered only by a person licensed in this state to render the service.

1. The LLC name must contain the words "limited liability company" or "limited company" or the abbreviations "L.L.C.", "L.C.", "LLC", or "LC". The Professional LLC name must contain the words "professional limited liability company" or the abbreviations "P.L.L.C.", "P.L.C.", "PLLC", or "PLC."

2. Must be an Arizona address. DO NOT LEAVE THIS SECTION BLANK

3. If the statutory agent has a PO BOX then they must also provide a physical address or description of the location.

The agent must sign the articles or provide written consent to acceptance of the appointment.

**DO NOT PUBLISH THIS SECTION**

4. Only required for professional limited liability company. The purpose must state the professional service or services that the company is organized to perform. Professional service is defined as a service that may be lawfully rendered only by a person licensed in this state to render the service.

5. The latest date, if any, on which the Company must dissolve. If a dissolution date should include the month, day and year. Perpetual means continuing forever or indefinitely

6. Check which management structure will be applicable to your company. Provide name, title and address for each person.

6A. If reserved to the member(s), check the member's box and provide the name(s) and address(es) of each member. NOTE: If reserved to the member(s) you cannot list any manager.

6B. If vested in manager(s) check the manager's box and provide the name(s) and address(es) of each manager and each member who owns a twenty (20%) percent or greater interest in the capital or profits of the LLC/ PLLC.

The person (s) executing this document need not be a manager or member of the company.

Your phone and fax are optional.

**4. Purpose of this (Professional) Limited Liability Company is to provide the following (professional) service(s): (Only required for a Professional LLC Company)**

\_\_\_\_\_

**5. Dissolution: The latest date of Dissolution**

- ☐ The latest date to dissolve \_\_\_\_/\_\_\_\_/\_\_\_\_ (Please enter month, day and four digit year)  
☒ The Limited Liability Company is Perpetual

**6. Management Structure: (Check one box only) A.R.S. §29-632(5)**

**A. ☒ RESERVED TO THE MEMBER(S)**

IF RESERVED TO THE MEMBER(S), YOU MAY SELECT ONLY THE MEMBER BOX FOR EACH MEMBER LISTED.

**B. ☐ VESTED IN MANAGER(S)**

IF VESTED IN THE MANAGER(S), AT LEAST ONE ENTRY BELOW MUST HAVE THE MANAGER BOX CHECKED.

Name CAROL RICHEY

Name \_\_\_\_\_

☒ Member ☐ Manager (only if "B" is selected above)

☐ Member ☐ Manager (only if "B" is selected above)

Address: 8912 E PINNACLE PEAK RD #174 Address: \_\_\_\_\_

City, SCOTTSDALE State, AZ Zip: 85255

City, \_\_\_\_\_ State, \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Name \_\_\_\_\_

☐ Member ☐ Manager (only if "B" is selected above)

☐ Member ☐ Manager (only if "B" is selected above)

Address: \_\_\_\_\_

Address: \_\_\_\_\_

City, \_\_\_\_\_ State, \_\_\_\_\_ Zip: \_\_\_\_\_

City, \_\_\_\_\_ State, \_\_\_\_\_ Zip: \_\_\_\_\_

IF YOU NEED MORE SPACE FOR LISTING MEMBERS / MANAGERS PLEASE ATTACH THE ADDITIONAL PAGE TO THE ARTICLES OF ORGANIZATION.

Executed this \_\_\_\_\_ day of DECEMBER, 2008

Executed by: Carol Richey Print Name CAROL RICHEY

If signing on behalf of a company, please print the company name here.

Phone Number: 480-277-5413 Fax Number: 480-306-6455

# STATE OF ARIZONA



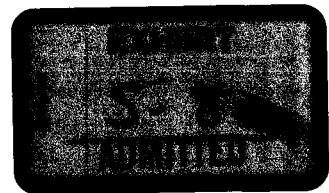
## Office of the CORPORATION COMMISSION

I, Michael P. Kearns, Interim Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

### ARTICLES OF INCORPORATION

consisting of 2 pages, is a true and complete copy of the original of said document on file with this office for:

**DEM BONZ BARBECUE RESTAURANTS, LLC**  
**ACC file number: L-1460583-7**



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: June 9, 2009.

A handwritten signature in cursive script, likely of Michael P. Kearns, placed above the title "Interim Executive Director".

Interim Executive Director

By:

A handwritten signature in cursive script, likely of Mary Lee, placed after the word "By:".



02480090

AZ CORPORATION COMMISSION  
FILED

JUN 27 2008

FILE NO. 7-1460583-7

DO NOT WRITE ABOVE THIS LINE, FOR ACC USE ONLY

## ARTICLES OF ORGANIZATION

DO NOT PUBLISH  
THIS SECTION

NOTE: A professional limited liability company is an LLC organized for the purpose of rendering one or more categories of professional service. Professional service is defined as a service that may be lawfully rendered only by a person licensed in this state to render the service.

1. The LLC name must contain the words "limited liability company" or "limited company" or the abbreviations "L.L.C.", "L.C.", "LLC", or "LC". The Professional LLC name must contain the words "professional limited liability company" or the abbreviations "P.L.L.C.", "P.L.C.", "PLLC", or "PLC."

2. Must be an Arizona address. **DO NOT LEAVE THIS SECTION BLANK**

3. If the statutory agent has a PO BOX then they must also provide a physical address or description of the location.

The agent must sign the articles or provide written consent to acceptance of the appointment.

Select one. This form may be used for:

- ☒ ARIZONA LIMITED LIABILITY COMPANY (A.R.S. §29-632)
- ☐ ARIZONA PROFESSIONAL LIMITED LIABILITY COMPANY (A.R.S. §29-841.01)

## 1. The name of the organization:

A. N-1459758-0

LLC Name Reservation File Number (If one has been obtained). If not, leave this line blank

B. DEM BONZ BARBECUE RESTAURANTS, LLC  
Limited Liability Company Name2. Known place of business in Arizona (If address is the same as the street address of the statutory agent, write "same as statutory agent". **DO NOT LEAVE THIS SECTION BLANK**)Address SAME AS STATUTORY AGENT

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

## 3. The name and street address of the statutory agent in Arizona

Name RALPH RICHEYAddress 1801 W DEUCE OF CLUBS BLVD., SUITE 100City SHOW LOW State AZ Zip 85901

## Acceptance of Appointment by Statutory Agent:

I RALPH RICHEY, having been designated to act as  
(Print Name of the Statutory Agent)

Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statute.

Agent Signature: \_\_\_\_\_

If signing on behalf of a company, please print the company name here.

**DO NOT PUBLISH THIS SECTION**

4. Only required for professional limited liability company. The purpose must state the professional service or services that the company is organized to perform. Professional service is defined as a service that may be lawfully rendered only by a person licensed in this state to render the service.

5. The latest date, if any, on which the Company must dissolve. If a dissolution date should include the month, day and year. Perpetual means continuing forever or indefinitely

6. Check which management structure will be applicable to your company. Provide name, title and address for each person.

6A. If reserved to the member(s), check the member's box and provide the name(s) and address(es) of each member. NOTE: if reserved to the member(s) you cannot list any manager.

6B. If vested in manager(s) check the manager's box and provide the name(s) and address(es) of each manager and each member who owns a twenty (20%) percent or greater interest in the capital or profits of the LLC/ PLLC.

The person (s) executing this document need not be a manager or member of the company.

Your phone and fax are optional.

LL:0004  
Rev: 10/2006

**4. Purpose of this (Professional) Limited Liability Company is to provide the following (professional) service(s): (Only required for a Professional LLC Company)**

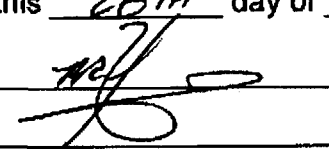
**5. Dissolution: The latest date of Dissolution**

- ☐ The latest date to dissolve \_\_\_/\_\_\_/\_\_\_ (Please enter month, day and four digit year)  
☒ The Limited Liability Company is Perpetual

**6. Management Structure: (Check one box only) A.R.S. §29-632(5)**

<b>A. <input checked="" type="checkbox"/> RESERVED TO THE MEMBER(S)</b> IF RESERVED TO THE MEMBER(S), YOU MAY SELECT ONLY THE MEMBER BOX FOR EACH MEMBER LISTED.	
<b>B. <input type="checkbox"/> VESTED IN MANAGER(S)</b> IF VESTED IN THE MANAGER(S), AT LEAST ONE ENTRY BELOW MUST HAVE THE MANAGER BOX CHECKED.	
Name <u>CAROL RICHEY</u>	Name <u>STEVE ROGAN</u>
<input checked="" type="checkbox"/> Member <input type="checkbox"/> Manager (only if "B" is selected above)	<input checked="" type="checkbox"/> Member <input type="checkbox"/> Manager (only if "B" is selected above)
Address: <u>8912 E PINNACLE PEAK RD #174</u>	Address: <u>8912 E PINNACLE PEAK RD #174</u>
City, <u>SCOTTSDALE</u> State, <u>AZ</u> Zip: <u>85255</u>	City, <u>SCOTTSDALE</u> State, <u>AZ</u> Zip: <u>85255</u>
Name _____	Name _____
<input type="checkbox"/> Member <input type="checkbox"/> Manager (only if "B" is selected above)	<input type="checkbox"/> Member <input type="checkbox"/> Manager (only if "B" is selected above)
Address: _____	Address: _____
City, _____ State, _____ Zip: _____	City, _____ State, _____ Zip: _____
IF YOU NEED MORE SPACE FOR LISTING MEMBERS / MANAGERS PLEASE ATTACH THE ADDITIONAL PAGE TO THE ARTICLES OF ORGANIZATION.	

Executed this 26TH day of JUNE, 2008

Executed by:  Print Name RALPH RICHEY

\_\_\_\_\_  
If signing on behalf of a company, please print the company name here.

Phone Number: 480.677.1370 Fax Number: 480.522.3031

# STATE OF ARIZONA



## Office of the CORPORATION COMMISSION

I, Michael P. Kearns, Interim Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

### ARTICLES OF AMENDMENT

consisting of 2 pages, is a true and complete copy of the original of said document on file with this office for:

**DEM BONZ BARBECUE RESTAURANTS, LLC**  
**ACC file number: L-1460583-7**



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: June 9, 2009.

A handwritten signature in cursive script, likely of Michael P. Kearns, written over a horizontal line.

Interim Executive Director

By:

A handwritten signature in cursive script, likely of Mary Kay, written over a horizontal line.



JAN 27 2009

FILE NO. L-1460583-7

1. The name of the limited liability company is:

DEM BONZ BARBECUE RESTAURANTS, LLC

2. Attached hereto as Exhibit A is the text of the amendment.

Dated this 21ST day of JANUARY, 2009.

Signature: Carol Richey

Print Name: CAROL RICHEY

Check One: ☒ Member ☐ Manager

**DO NOT PUBLISH THIS SECTION**

The amendment must be executed by a manager if management of the limited liability company is vested in a manager or by a member if management is reserved to the members.

## **EXHIBIT A**

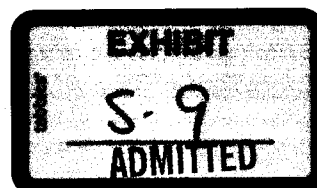
**(Insert the text of the amendment)**

That Carol Richey and Steve Rogan, both of 8912 E. Pinnacle Peak Rd. #174, Scottsdale, AZ 85255, be removed as members of Dem Bonz Barbecue Restaurants LLC, this 21st day of January, 2009.

That Pizazz, LLC of 8912 E. Pinnacle Peak Rd. #174, Scottsdale, AZ 85255, be added as the sole member of Dem Bonz Barbecue Restaurants LLC, this 21st day of January, 2009.

824673 - ROGAN, STEVE JOHN  
Reportable Events  
Regulator Archive and Z Records

3  
9  
14



#### Notice

CRD® or IARD(SM) Information: This report contains information from the CRD (Central Registration Depository) system, or the IARD system (Investment Advisers Registration Depository), which are operated by FINRA, a national securities association registered under the Securities Exchange Act of 1934. The CRD system primarily contains information submitted on uniform broker-dealer and agent registration forms and certain other information related to registration and licensing. The IARD system primarily contains information submitted on uniform investment adviser and agent registration forms and certain other information related to registration and licensing. The information on Uniform Forms filed with the CRD or IARD is deemed to have been filed with each regulator with which the applicant seeks to be registered or licensed and shall be the joint property of the applicant and such regulators. The compilation constituting the CRD database as a whole is the property of FINRA. Neither FINRA nor a participating regulator warrants or guarantees the accuracy or the completeness of the CRD or IARD information. CRD information consists of reportable and non-reportable information. FINRA operates the CRD system in its capacity as a registered national securities association and pursuant to an agreement with the North American Securities Administrators Association, Inc. (NASAA). FINRA operates the IARD system as a vendor pursuant to a contract with the Securities and Exchange Commission and undertakings with NASAA and participating state regulators.

Reportable Information: Information that is required to be reported on the current version of the uniform registration forms. Non-Reportable Information: Information that is not currently reportable on a uniform registration form. Information typically is not reportable because it is out-of-date; it was reported in error; or some change occurred either in the disposition of the underlying event after it was reported or in the question on the form that elicited the information. Although not currently reportable, this information was once reported on a uniform form and, consequently, may have become a state record. Users of this information should recognize that filers have no obligation to update non-reportable data; accordingly, it may not reflect changes that have occurred since it was reported.

Details for Request# 5627818  
Report: Snapshot - Individual

Parameter Name	Value
Request by CRD # or SSN:	CRD #
Individual CRD # or SSN	824673
Include Personal Information?	Yes
Include All Registrations with Employments:	Both Current and Previous Employments
Include All Registrations for Current and/or Previous Employments with:	All Regulators
Include Professional Designations?	Yes
Include Employment History?	Yes
Include Other Business	Yes
Include Exam Information?	Yes
Include Continuing Education Information?	Yes
Include Filing History?	Yes
Include Current Reportable Disclosure Information?	Yes
Include Regulator Archive and Z Record Information?	Yes
User Initials	MJR

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

Page 3

Individual: 824673 - ROGAN, STEVE JOHN

Administrative Information:

Composite Information:

Full Legal Name: ROGAN, STEVE JOHN

Year of Birth: 1954

State of Residence: CO  
<<No Current Active Employments for this Individual.>>

Reportable Disclosures? Yes  
Statutorily Disqualification? SDRQRSRVW  
Registered With Multiple Firms? No  
Material Difference in Disclosure? No

Personal Information:

Individual CRD#: 824673

Other Names Known By: <<No Other Names found for this Individual.>>

Year of Birth: 1954

Registrations with Previous Employer(s):

From 06/07/1999 To 07/19/2000 THE LEADERS GROUP, INC. (37157)  
Reason for Termination: \* Other  
Termination Comment: FAILURE TO RESPOND TO NASD INQUIRY

Regulator	Registration Category	Status Date	Registration Status	Approval Date
CA	AG	07/19/2000	T_NOREG	
CO	AG	07/19/2000	T_NOREG	
FINRA	DR	07/19/2000	T_NOREG	
FINRA	IP	07/19/2000	T_NOREG	
FINRA	IR	07/19/2000	T_NOREG	
OH	AG	07/19/2000	T_NOREG	

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

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Individual: 824673 - ROGAN, STEVE JOHN

Administrative Information:

Registrations with Previous Employer(s) (cont):

From 11/18/1980 To 05/26/1999 PFS INVESTMENTS INC.(10111)  
Reason for Termination: \* Discharge  
Termination Comment: DIS; SEE ATTACHED DRP.

Regulator	Registration Category	Status Date	Registration Status	Approval Date
CA	AG	06/04/1999	TERMED	02/10/1986
CO	AG	06/04/1999	TERMED	12/06/1993
FINRA	DR	06/04/1999	TERMED	03/04/1983
FINRA	IP	06/04/1999	TERMED	03/03/1986
FINRA	IR	06/04/1999	TERMED	03/04/1983
IL	AG	12/31/1990	TERMED	11/29/1989
OH	AG	06/04/1999	TERMED	02/21/1986

Professional Designations:

<< None found for this Individual: ROGAN, STEVE JOHN >>

Employment History:

From 06/1999 To Present: Name: THE LEADERS GROUP, INC.  
Location: PAGOSA SPRINGS, CO  
Position: NOT PROVIDED  
Investment Related: Yes

From 04/1999 To Present: Name: LANDVEST HOMES  
Location: PAGOSA SPRINGS, CO  
Position: OTHER - ASSOC. REP.  
Investment Related: No

From 09/1998 To Present: Name: SUMMIT LENDING  
Location: PAGOSA SPRINGS, CO  
Position: OTHER - SENIOR LOAN OFFICER  
Investment Related: No

CRD® or IARD(SM) System Report provided to: Arizona  
Request Submitted: 02/06/2009

Individual: 824673 - ROGAN, STEVE JOHN  
Administrative Information:

From 03/1982 To Present:	Name:	AL WILLIAMS
	Location:	NEWPORT BEACH, CA
	Position:	SALES - Sales
	Investment Related:	No
From 11/1975 To Present:	Name:	SELF EMPLOYED
	Location:	VENICE, CA
	Position:	INSURANCE_AGENT - Insurance Agent
	Investment Related:	No
From 11/1980 To 05/1999	Name:	PFS INVESTMENTS INC.
	Location:	AMERICAN FORK, UT
	Position:	OTHER - REPRESENTATIVE
	Investment Related:	Yes

From 06/1999 To 07/2000

Name:	THE LEADERS GROUP, INC. (37157)
Independent Contractor:	No

<b>CRD</b>	<b>NYSE Branch</b>	<b>Firm Billing</b>	<b>Address</b>	<b>Address</b>	
<b><u>Branch #</u></b>	<b><u>Code Number</u></b>	<b><u>Code</u></b>	<b><u>Start Date</u></b>	<b><u>End Date</u></b>	<b><u>Address</u></b>
		CCI	06/07/1999	07/19/2000	56 TALISMAN DR. STE 6C PAGOSA SPRINGS, CO 81147
	<b>Registered Location?</b>	N	<b>Type of Office:</b>	Located At	

From 11/1980 To 05/1999

<b>Name:</b>	PFS INVESTMENTS INC. (10111)
<b>Independent Contractor:</b>	No



CRD® or IARD(SM) System - Current As Of 02/05/2009 11:40 PM

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

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Individual: 824673 - ROGAN, STEVE JOHN

Administrative Information:

Office of Employment Address:

CRD Branch #	NYSE Branch Code Number	Firm Billing Code	Address Start Date	Address End Date	Address Address
	33771		11/18/1980	05/26/1999	700 E STATE RD STE A P.O. BOX 1250 AMERICAN FORK, UT 84003-6250
	Registered Location?	N	Type of Office:	Located At	

Other Business:

<<No Other Business found for this Individual.>>

Examination Information:

Exam	Status	Status Date	Exam Date	Grade	Score	Window Dates
S1	OFFICIAL_RESULT	07/12/1976	07/12/1976	PASSED	89	-
S26	OFFICIAL_RESULT	02/28/1986	02/28/1986	PASSED	77	-
S26	EXPIRED	11/29/1985			0	-
S26	OFFICIAL_RESULT	08/26/1985	08/26/1985	FAILED	62	-

CE Regulatory Element Status:

Current CE Status: NOCESTATUS

CE Base Date:

Current CE

<<No Current CE Session Found >>

Next CE

<<No Next CE Found for this Individual.>>

CE Directed Sequence History

CRD® or IARD(SM) System Report -- See notice regarding CRD Data on cover page.

CRD® or IARD(SM) System - Current As Of 02/05/2009 11:40 PM

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

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Individual: 824673 - ROGAN, STEVE JOHN

Administrative Information:

Source	Type of Penalty	Date of Action	Effective Date	Appeal Status	Decision Date
FINRA	SEQUENCE	07/11/2000	08/25/2000	-	
FINRA	SEQUENCE	12/22/2000	02/05/2001	-	

**Inactive CE History Dates**

From 12/23/2000 To 02/06/2001

From 06/05/2001 To Present

**Previous CE Requirement Status**

Requirement Type	Status	Previous Window	Session	Status Date	Result
Directed Sequence	REQUIRED	08/25/2000-12/22/2000	101	08/25/2000	08/25/2000-
Directed Sequence	CEINACTIVE	08/25/2000-12/22/2000	101	12/23/2000	12/23/2000-
Directed Sequence	REQUIRED	08/25/2000-12/22/2000	101	02/06/2001	02/06/2001- SPNDD
Directed Sequence	REQUIRED	02/05/2001-06/04/2001	101	02/06/2001	02/06/2001-
Directed Sequence	CEINACTIVE	02/05/2001-06/04/2001	101	06/05/2001	06/05/2001-

**Filing History:**

Filing Date	Form Type	Filing Type	Source
01/04/2001	U6	REGINDVL	FINRA
01/02/2001	U6	REGINDVL	FINRA
01/02/2001	U6	REGINDVL	FINRA
07/19/2000	U5	FULL	Org CRD# 37157 THE LEADERS GROUP, INC.
07/19/2000	U6	REGINDVL	FINRA
02/29/2000	U6	REGINDVL	FINRA
11/01/1999	U4	AMENDMENT	Org CRD# 37157 THE LEADERS GROUP, INC.
07/07/1999	U5	CONVERSION	Org CRD# 10111 PFS INVESTMENTS INC.
07/06/1999	U4	CONVERSION	Org CRD# -1 <<Organization Name at time of Employment not found.>>

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CRD® or IARD(SM) System Report -- See notice regarding CRD Data on cover page.

CRD® or IARD(SM) System - Current As Of 02/05/2009 11:40 PM

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

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Individual: 824673 - ROGAN, STEVE JOHN

Administrative Information:

Filing History (cont):

Filing Date	Form Type	Filing Type	Source
07/05/1999	U4	CONVERSION	Org CRD# 37157 THE LEADERS GROUP, INC.
07/05/1999	U4	CONVERSION	Org CRD# 10111 PFS INVESTMENTS INC.
07/05/1999	U5	CONVERSION	Org CRD# 10111 PFS INVESTMENTS INC.

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

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Individual: 824673 - ROGAN, STEVE JOHN

Reportable Events:

## Number of Reportable Events:

Bankruptcy:	0
Bond:	0
Civil Judicial:	0
Criminal:	0
Customer Complaint:	0
Internal Review:	1
Investigation:	0
Judgment/Lien:	1
Regulatory Action:	2
Termination:	1

Occurrence: 53103

FINRA Public Disclosable: Y

Material Difference in Disclosure:

Disclosure Type: Judgment/Lien

Reportable: Y

N

Rev. Form U-4 (08/1999)

Form: U-4

Received:

06/01/1990

Source: Organization CRD# -1

Questions:

## Judgment/Lien DRP Content

1. Judgment/Lien Amount: \$120,000.00
2. Judgment/Lien Holder: IRS
3. Judgment/Lien Type: Tax
4. Date filed/Explanation: 05/08/1990
5. Outstanding: Y  
Status Date/Explanation:  
Resolution:
6. Court Name, Location and  
Docket/Case Number: N/A
7. Comment:

THE IRS CLAIMS I OWE \$120,000 IN BACK TAXES. THIS IS FALSE.  
THEY CANNOT FIND MY RETURNS FOR THE ENTIRE "80'S". MY  
ACCOUNTANT, DONNA BERNBOCK WITH HANSON MEYERS, & KILE  
(714)544-7660, IS HANDLING THIS CASE. WE ARE IN THE PROCESS OF  
CLEARING THIS FILE. AS STATED IN #7, THIS CLAIM IS ERRONEOUS.  
WE ARE IN THE PROCESS OF PROVING TO THE IRS THAT I DO NOT OWE  
THIS MONEY. I AM WORKING THROUGH MY ACCOUNTANT.

Occurrence: 628824

FINRA Public Disclosable: Y

Material Difference in Disclosure:

Disclosure Type: Termination

Reportable: Y

N

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

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Individual: 824673 - ROGAN, STEVE JOHN

Reportable Events:

Rev. Form U-4 (08/1999)

Form: U-4

Received:

11/01/1999

Source: Organization CRD# 37157

Questions: 23J(1)

Termination DRP Content

1. Firm Name: PFS INVESTMENTS

2. Termination Type: Discharged

3. Termination Date filed/Explanation: 05/27/1999

4. Allegation(s):

FAILED TO DISCLOSE ASSOCIATION WITH LANDVEST HOMES ON TIMELY BASIS

5. Principal Product Type: No Product

Other Product Types

6. Comment:

I WAS NOT EMPLOYED BY LANDVEST HOMES UNTIL 02/1999. PRIOR (10/97) TO 2/99 I ONLY REFERRED PROSPECTIVE HOMEBUYERS AND WAS PAID A REFERRAL FEE WHEN THEY PURCHASED A HOME. TOAL COMPENSATION FROM 10/97 WAS \$3,200.

Occurrence: 707548

Disclosure Type:

Regulatory Action

FINRA Public Disclosable: Y

Reportable:

Y

Material Difference in Disclosure:

N

Rev. Form U-6 (08/1999)

Form: U-6

Received:

01/02/2001

Source: FINRA

Questions:

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

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Individual: 824673 - ROGAN, STEVE JOHN

Reportable Events:

Regulatory Action DRP Content

1. Regulatory Action Initiated By: NATIONAL ASSOCIATION OF  
SECURITIES DEALERS, INC.
2. Principal Sanction:  
Other Sanctions:
3. Date initiated: 02/22/2000
4. Docket/Case Number: C3A000010
5. Employing Firm: PFS INVESTMENTS, INC.
6. Principal Product Type: Other  
Other Product Types:
7. Allegations:  
02-29-00, NASD RULES 2110 AND 3030 - RESPONDENT ROGAN ENGAGED IN  
BUSINESS ACTIVITY FOR THE BENEFIT OF AN ENTITY OTHER THAN HIS  
MEMBER FIRM, FOR WHICH HE RECEIVED COMPENSATION WITHOUT PROVIDING  
PROMPT WRITTEN NOTICE TO HIS MEMBER FIRM.
8. Current Status: Final
9. Appealed to:
10. Resolution: Decision
11. Final Order:
12. Resolution Date/Explanation: 08/09/2000
13. (A) Resolution Detail:  
Monetary/Fine Sanction (Amount: \$10216), Censure Sanction  
(B) Other Sanctions:  
(C) Sanction Detail:  
07-19-00, DEFAULT DECISION RENDERED JULY 11, 2000 WHEREIN  
RESPONDENT WAS CENSURED AND FINED \$10,216. IF NO FURTHER ACTION,  
  
DECISION IS FINAL AUGUST 9, 2000.01-02-01, AUGUST 9, 2000 -  
DECISION IS FINAL. 01-02-01, NASD REGISTRATION REVOKED  
12/22/00 FOR FAILURE TO PAY FINES AND/OR COSTS.
14. Comment:

Occurrence:	980278	Disclosure Type:	Regulatory Action
FINRA Public Disclosable:	Y	Reportable:	Y
Material Difference in Disclosure:	N		

Rev. Form U-6 (08/1999)

Form: U-6

Received: 01/04/2001

Source: FINRA

Questions:

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

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Individual: 824673 - ROGAN, STEVE JOHN

Reportable Events:

Regulatory Action DRP Content

1. Regulatory Action Initiated By: NATIONAL ASSOCIATION OF  
SECURITIES DEALERS, INC.
2. Principal Sanction: Revocation  
Other Sanctions:
3. Date initiated: 12/22/2000
4. Docket/Case Number: C3A000010
5. Employing Firm:
6. Principal Product Type: No Product  
Other Product Types:
7. Allegations:  
FAILED TO PAY FINES AND/OR COSTS
8. Current Status: Final
9. Appealed to:
10. Resolution: Other
11. Final Order:
12. Resolution Date/Explanation: 12/22/2000
13. (A) Resolution Detail:  
Revocation/Expulsion/Denial Sanction  
(B) Other Sanctions:  
(C) Sanction Detail:  
01-02-01, NASD REGISTRATION REVOKED 12/22/00 FOR FAILURE TO PAY  
FINES AND/OR COSTS IN NASD CASE # C3A000010.[011054 36200]
14. Comment:

Occurrence: 365602 Disclosure Type: Internal Review  
FINRA Public Disclosable: N Reportable: Y  
Material Difference in Disclosure: N

Rev. Form U-5 (08/1999)

Form: U-5

Received: 06/03/1999

Source: Organization CRD# 10111

Questions:

Internal Review DRP Content

Part I

1. Notice received from: PFS INVESTMENTS, INC.
2. Date initiated/Explanation: 05/03/1999
3. Details:  
INTERNAL REVIEW NONW ALLEGEDLY, MR ROGAN FAILED TO TIMELY  
UPDATE HIS FORM U-4 TO REPORT HIS EMPLOYMENT WITH LANDVEST  
HOMES. TERMINATION Not Provided

CRD® or IARD(SM) System - Current As Of 02/05/2009 11:40 PM

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

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Individual: 824673 - ROGAN, STEVE JOHN

Reportable Events:

4. Date concluded/Explanation:

Part II

Summary:

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CRD® or IARD(SM) System Report -- See notice regarding CRD Data on cover page.



CRD® or IARD(SM) System - Current As Of 02/05/2009 11:40 PM

Snapshot - Individual

CRD® or IARD(SM) System Report provided to: Arizona

Request Submitted: 02/06/2009

Page 14

Individual: 824673 - ROGAN, STEVE JOHN

Regulator Archive and Z Records:

Occurrence:	628823	Disclosure Type:	Judgment/Lien
FINRA Public Disclosable:	N	Reportable:	N
Material Difference in Disclosure:	N		

Rev. Form U-4 (08/1999)

Form: U-4

Received: 11/01/1999

Source: Organization CRD# 37157

Questions: 23M

Judgment/Lien DRP Content

1. Judgment/Lien Amount: \$7,530.00
2. Judgment/Lien Holder: IRS
3. Judgment/Lien Type: Tax
4. Date filed/Explanation: 12/14/1998
5. Outstanding: N  
Status Date/Explanation: 09/20/1999  
Resolution: Satisfied
6. Court Name, Location and  
Docket/Case Number: ARCHULETA COUNTY CLERK COLORADO  
98010410
7. Comment:  
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## FLAGSHIP FRANCHISE INVESTOR NEEDED, 48% ROI!!!! (Scottsdale)

Reply to: [serv-1002837113@craigslist.org](mailto:serv-1002837113@craigslist.org) [?]  
Date: 2009-01-22, 7:06AM MST

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We have been in the Food Service industry for over 30 years. This concept was running successfully in Southern California for 3 years. Now everything is ready including Business Plan, Feasability Study, Location with all fixtures and equipment, and staff plus management. We are looking to have an investor provide \$85,000 for initial operating capital and reserves. The location is excellent in Scottsdale and is ready to go! We have invested over \$150,000 to get to this point. We need to get open ASAP! This Is Our FLAGSHIP Store! Additional stores to follow.

It's that simple.

To see the concept go to [www.dembonzbbq.com](http://www.dembonzbbq.com) You can request a copy of the 19 page business plan. We have consulted with a franchise expert and are poised to open 5 stores in the next two years!

We can send you anything you need to make an informative decision. We're offering over 48% ROI, payments beginning the first month! Residual income too!

Please respond to our e-mail....[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)

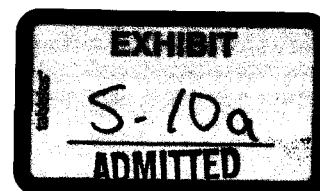
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- Location: Scottsdale
- it's NOT ok to contact this poster with services or other commercial interests

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## BARBECUE FLAGSHIP INVESTMENT OPPORTUNITY!!! (Scottsdale)

Reply to: [sale-1002839018@craigslist.org](mailto:sale-1002839018@craigslist.org) [2]

Date: 2009-01-22, 7:09AM MST

Ready To Open!!!! Over \$150,000 Already Invested! Scottsdale FLAGSHIP Location and Buildout Ready! Lease Secure!

We Just Need \$85,000 in Operating Capital & Reserves To Open and Start Selling! All Food Made From Scratch and Meats Hickory Smoked For Hours!

Visit Our Website at [www.dembonzbbq.com](http://www.dembonzbbq.com) You can Request the BUSINESS PLAN!

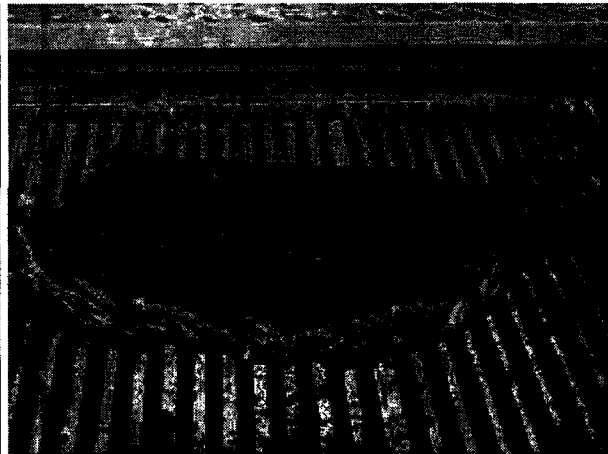
THIS IS A "CAN'T MISS!!!"

Need To Open IMMEDIATELY.

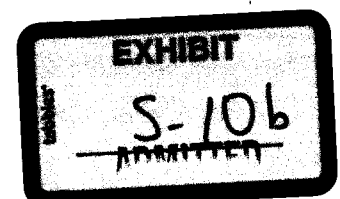
Offering over 48% ROI!!!! Franchise Opportunity and Residual Income!

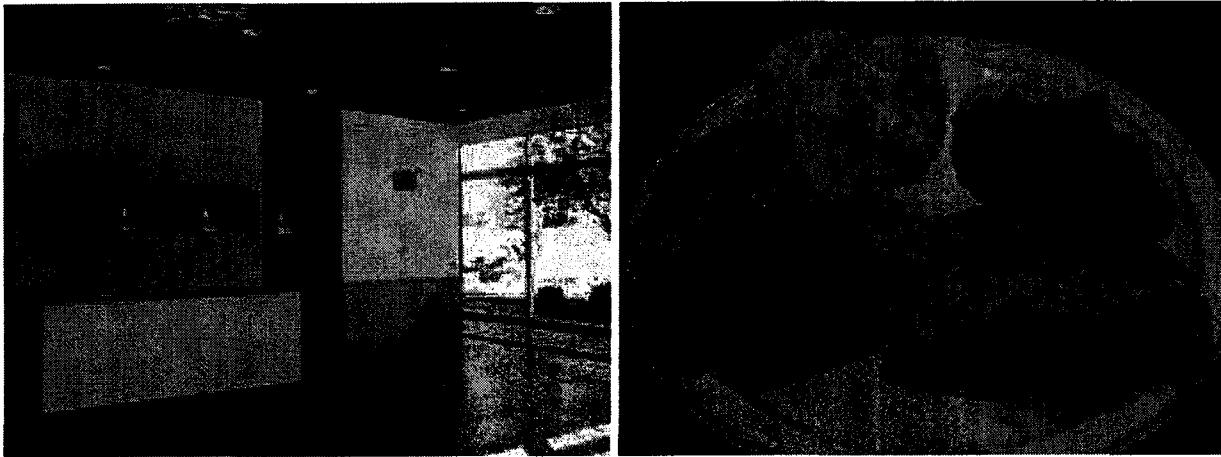
Only Serious Investors Please! You Won't Be Sorry!

Contact us at: [dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com) Thank you.



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- Location: Scottsdale
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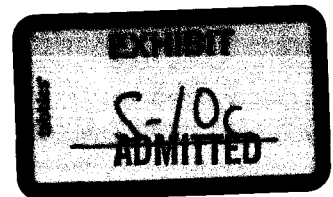
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Reply to: [serv-1018812951@craigslist.org](mailto:serv-1018812951@craigslist.org) <sup>[2]</sup>

Date: 2009-02-03, 7:12AM MST

We have been in the Food Service industry for over 30 years. This concept was running successfully in Southern California for 3 years. Now everything is ready including Business Plan, Feasability Study, Location with all fixtures and equipment, and staff plus management. We are looking to have an investor provide \$85,000 for initial operating capital and reserves. The location is excellent in Scottsdale and is ready to go! We have invested over \$150,000 to get to this point. We need to get open ASAP! This Is Our FLAGSHIP Store! Additional stores to follow.

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We can send you anything you need to make an informative decision. We're offering over 48% ROI, payments beginning the first month! Residual income too!

Please respond to our e-mail....[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)

Thank you for your consideration.

- Location: Scottsdale
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PostingID: 1018812951

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Reply to: [dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com) <sup>[2]</sup>

Date: 2009-02-02, 7:22AM MST

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Please respond to our e-mail.. [dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)

Thank you for your consideration.

- Location: Scottsdale
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PostingID: 1017312255

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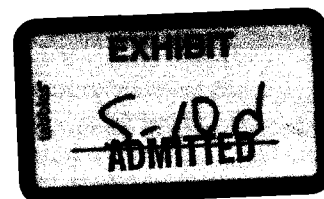
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Reply to: [dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com) <sup>(2)</sup>

Date: 2009-02-04, 7:23AM MST

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Reply to: [serv-1021715103@craigslist.org](mailto:serv-1021715103@craigslist.org) <sup>[2]</sup>

Date: 2009-02-05, 7:12AM MST

We have been in the Food Service industry for over 30 years. This concept was running successfully in Southern California for 3 years. Now everything is ready including Business Plan, Feasability Study, Location with all fixtures and equipment, and staff plus management. We are looking to have an investor provide \$85,000 for initial operating capital and reserves. The location is excellent in Scottsdale and is ready to go! We have invested over \$150,000 to get to this point. We need to get open ASAP! This Is Our FLAGSHIP Store! Additional stores to follow.

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Please respond to our e-mail....[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)

Thank you for your consideration.

- Location: Scottsdale
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PostingID: 1021715103

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## FLAGSHIP FRANCHISE INVESTOR NEEDED, 48% ROI!!!! (Scottsdale)

Reply to: [serv-1027122127@craigslist.org](mailto:serv-1027122127@craigslist.org) <sup>[2]</sup>

Date: 2009-02-09, 7:16AM MST

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Please respond to our e-mail....[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)

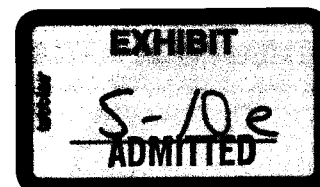
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- Location: Scottsdale
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## FLAGSHIP FRANCHISE INVESTOR NEEDED, 48% ROI!!! (Scottsdale)

Reply to: [dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com) <sup>[2]</sup>

Date: 2009-02-10, 7:26AM MST

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Please respond to our e-mail.. [dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)

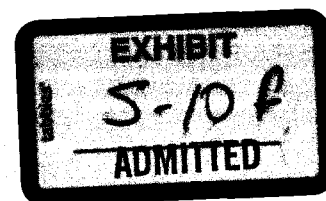
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- Location: Scottsdale
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# **FLAGSHIP FRANCHISE INVESTOR NEEDED, 48% ROI!!!! (Scottsdale)**

Reply to: [serv-1030184381@craigslist.org](mailto:serv-1030184381@craigslist.org) <sup>[2]</sup>

Date: 2009-02-11, 7:17AM MST

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Please respond to our e-mail....[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)

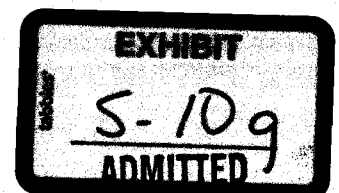
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- Location: Scottsdale
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## FLAGSHIP FRANCHISE INVESTOR NEEDED, 48% ROI!!! (Scottsdale)

Reply to: [dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com) <sup>[2]</sup>

Date: 2009-02-16, 7:38AM MST

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Please respond to our e-mail.. [dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)

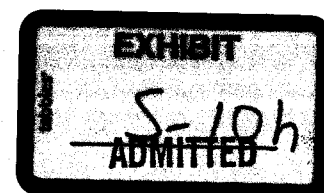
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- Location: Scottsdale
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## FLAGSHIP FRANCHISE INVESTOR NEEDED, 48% ROI!!!! (Scottsdale)

Reply to: [serv-1038196050@craigslist.org](mailto:serv-1038196050@craigslist.org) <sup>[2]</sup>

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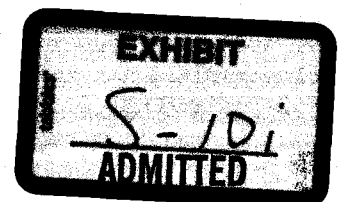
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- Location: Scottsdale
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Reply to: [dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com) <sup>[2]</sup>  
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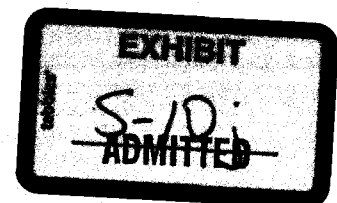
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- Location: Scottsdale
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Date: 2009-02-19, 7:20AM MST

We have been in the Food Service industry for over 30 years. This concept was running successfully in Southern California for 3 years. Now everything is ready including Business Plan, Feasability Study, Location with all fixtures and equipment, and staff plus management. We are looking to have an investor provide \$85,000 for initial operating capital and reserves. The location is excellent in Scottsdale and is ready to go! We have invested over \$150,000 to get to this point. We need to get open ASAP! This Is Our FLAGSHIP Store! Additional stores to follow.

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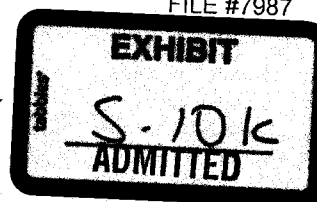
We can send you anything you need to make an informative decision. We're offering over 48% ROI, payments beginning the first month! Residual income too!

Please respond to our e-mail....[dembonzbbq@gmail.com](mailto:dembonzbbq@gmail.com)

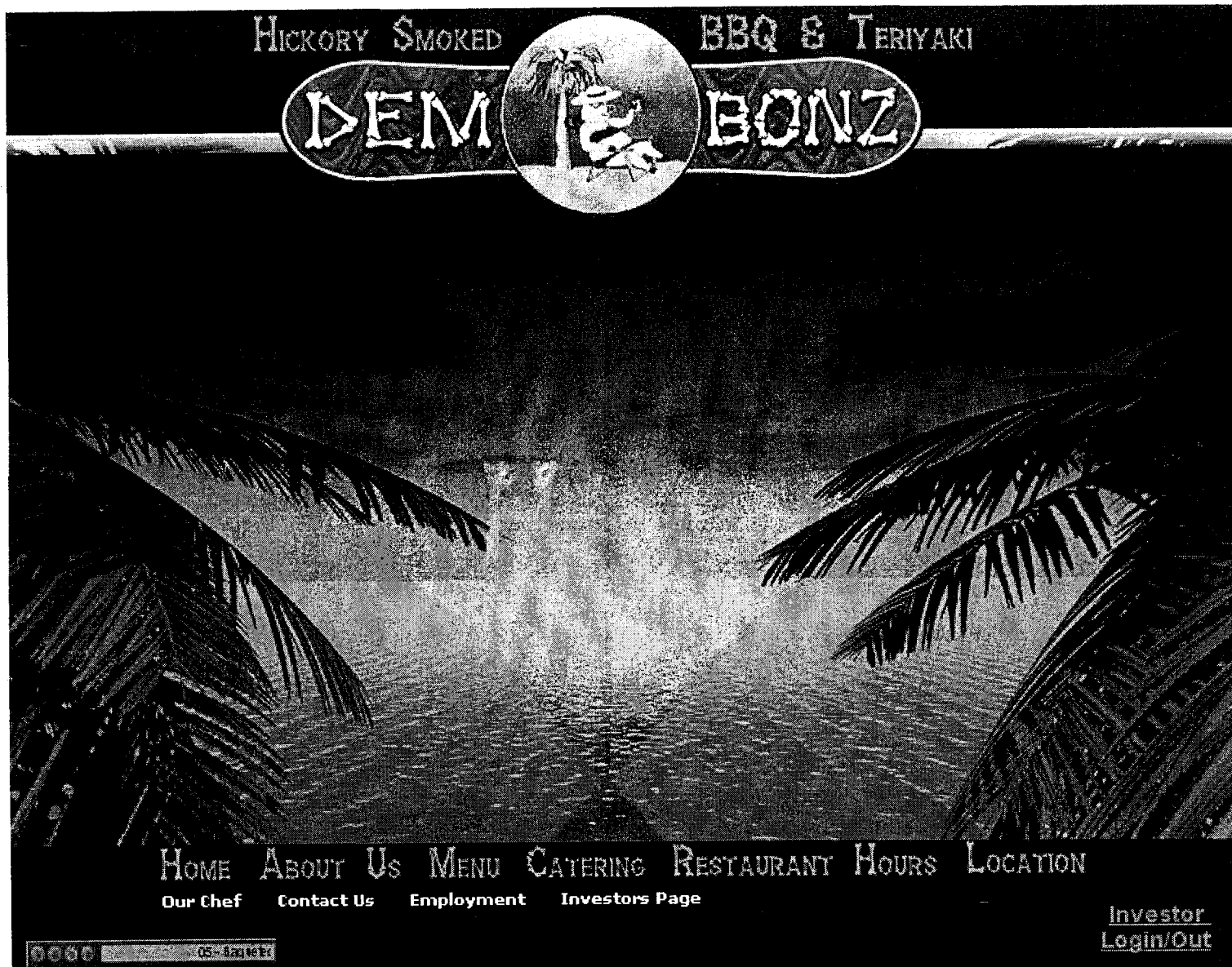
Thank you for your consideration.

<https://accounts.craigslist.org/post/shwpst?pii=1041128919&db=lv>

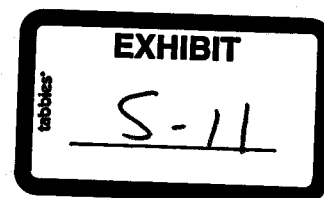
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2/19/2009



ACC000021  
FILE #7987



HICKORY SMOKED

BBQ &amp; TERIYAKI

DEM



BONZ

DEM BONZ RESTAURANTS, LLC IS COMMITTED TO PROVIDING THE ULTIMATE TROPICAL BARBECUE EXPERIENCE. WE PRIDE OURSELVES IN DELIVERING A CONSISTENT, FLAVORFUL, AND FRESH PRODUCT. THIS IS ACHIEVED BY SLOWLY HICKORY SMOKING ALL MEATS, PREPARING ALL BASTES AND SIDES FROM SCRATCH EACH DAY. NO INSTITUTIONAL FOODS ARE SERVED.

YOU'LL ENJOY A MIX OF TASTY COMBINATIONS, SUMPTUOUS SANDWICHES FOR LUNCH & DINNER, AND A VARIETY OF SALADS FOR THE CARB CONSCIOUS. BARBECUE AND TERIYAKI BASTES ARE AVAILABLE WITH SIDES OF POTATO SALAD, CORE SLAW, BAKED BEANS, AND ROASTED POTATOES. BUT DON'T FORGET TO LEAVE ROOM FOR OUR DEM BONZ SMOOTHIE DESSERT.

THE DEM BONZ SMOOTHIE IS CASUAL WITH FOOD PREPARED TO GO OR DINE IN. WE PRESENT A TROPICAL SETTING LIKE A BARBECUE AT THE BEACH. THE SURFS UP, AND YOUR FOOD IS ALWAYS CONSISTENT, FLAVORFUL AND FRESH EVERY DAY.

## About Us

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FILE #7987

HICKORY SMOKED

BBQ &amp; TERIYAKI

DEM



BONZ

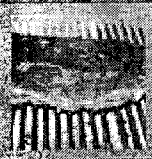
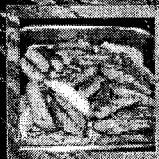
## Menu Print-Out

Dem Bonz Barbecue Restaurant

Consistent, Flavorful, and Fresh!

Complete meals include Dat Slaw, Deez Beans &amp; Doze Potatoes with choice of Barbecue or Teriyaki Baste.

DEM BONZ .....	3 Large Ribs OR ½ Chicken .....	\$9.99
DA PERFECT COMBO .....	2 Ribs AND ½ Chicken .....	\$9.99
<input type="checkbox"/> DEM LIGHTER SIDE .....	2 Large Ribs OR ½ Chicken .....	\$7.99
<input type="checkbox"/> BONZ COMBO .....	2 Large Ribs AND ½ Chicken .....	\$12.99
<input type="checkbox"/> DAT LIGHTER COMBO .....	1 Large Rib AND 1 Piece Chicken .....	\$7.99


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FILE #7987

## BBQ & TERIYAKI

# BONZ



CALL TODAY AND ASK OUR SPECIALIST  
FOR MENU, SERVICES, AND PRICING

# EATERING

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ACC000024  
FILE #7987

HICKORY SMOKED BBQ & TERIYAKI

**DEM BONZ**

MONDAY THRU THURSDAY  
11:A.M. TO 8:P.M.  
FRIDAY & SATURDAY  
11:A.M. TO 10:P.M.  
SUNDAY  
12:Noon TO 7:P.M.

**RESTAURANT HOURS**

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[Our Chef](#) [Contact Us](#) [Employment](#) [Investors Page](#)

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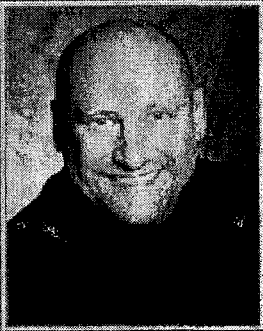
HICKORY SMOKED

BBQ &amp; TERIYAKI

DEM



BONZ

STEVE ROGAN  
CHEF

To give you an idea how long Steve Rogan has been around the food business he was waiting tables along with Stevie Nicks in Beverly Hills, CA in 1973. The Restaurant was "Clementine's" and Steve learned a great deal of his culinary skills from a sous chef there.

Over the years Steve has experienced every aspect of food service, from the kitchen to management. Steve's vision throughout his career has been to create the (KREM duh luh KREM) crème de la crème, producing the best, most consistent, fresh, and flavorful barbecue experience in the industry. It stemmed from his childhood days growing up in Ohio attending some his greatest and memorable food experiences barbecuing with his father at the lake. "Family picnics at the lake always included slow smoked barbecue that was unbelievably delicious." The fresh side dishes made the combination of those flavors so remarkable that I never forgot them.

After creating "**Dem Bonz**" concept back in 1991 in Southern California and opening a store in Mission Viejo, CA Steve decided the timing was right to do it again in Scottsdale, Arizona. He has had plenty of experience in producing the best barbecue presented in a tropical setting. No one produces a better, more consistent, fresh, and flavorful product here in Scottsdale. The timing couldn't be better.

Be prepared to let your taste buds confirm his beliefs. Dem Bonz is ready to bring you the best in barbecue that you've ever tasted!

OUR CHEF

HOME ABOUT US MENU CATERING RESTAURANT HOURS LOCATION

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FILE #7987

HICKORY SMOKED BBQ & TERIYAKI

DEM BONZ

(480)-277-5413

INFO@DEMBONZBBQ.COM

CONTACT US

HOME ABOUT US MENU CATERING RESTAURANT HOURS LOCATION

Our Chef Contact Us Employment Investors Page

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ACC000027  
FILE #7987



HICKORY SMOKED BBQ & TERIYAKI

**DEM BONZ**

DEM BONZ IS CURRENTLY HIRING STAFF FOR  
OUR NEW STORE IN SCOTTSDALE, ARIZONA.  
PLEASE CLICK THE DEM BONZ LOGO BELOW,  
AND FILL OUT OUR ONLINE APPLICATION.

**DEM BONZ**

**EMPLOYMENT**

HOME ABOUT US MENU CATERING RESTAURANT HOURS LOCATION  
Our Chef Contact Us Employment Investors Page

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ACC000028  
FILE #7987

HICKORY SMOKED

BBQ &amp; TERIYAKI

DEM



BONZ

Thank You for your interest in Dem Bonz, LLC. For security and confidentiality we ask that you complete a short Investor's Request Form prior to accessing the Dem Bonz Business Plan for Investors...Dem Bonz Management **CLICK THE LOGO BELOW**

DEM



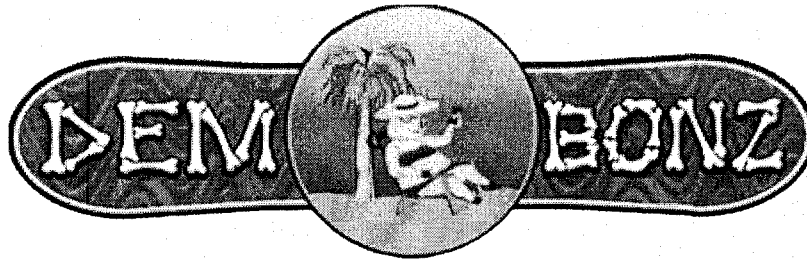
BONZ

INVESTORS PAGE

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ACC000029

FILE #7987



## Investor Contact Request

For security we ask that you complete the following information. Following a review Dem Bonz, LLC will send you either a passkey to retrieve our Investor's Business Plan located on our website. Or per your request will directly E-Mail the Investor's Business Plan... Thank You

First Name

Last Name

Email

Phone Number

Contact Preference

Please Select One

Request /  
Query

Please Select One

Enter Comment/Question Here:

Reset

Submit

ACC000030  
FILE #7987

HICKORY SMOKED

BBQ & TERIYAKI



14144 N. 100TH  
STREET, SUITE B-130  
SCOTTSDALE, AZ 85260

MAPQUEST

LOCATION

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ACC000031  
FILE #7987

# AFFIDAVIT OF CUSTODIAN OF RECORDS

STATE OF ~~ARIZONA~~ OHIO )  
County of ~~Maricopa~~ Cuyahoga ) ss. Dem Bonz Barbecue Restaurants LLC et al

The undersigned hereby declares, under oath, that the following statements are true:

1. I am over the age of eighteen, have personal knowledge of the facts set forth below, and am competent to testify.
2. I am the duly authorized Custodian of Records of AmTrust Bank
3. I have the authority to certify said records.
4. The records submitted herewith are true copies of all records under my possession or control responsive to the Subpoena directed to the Custodian of Records of the entity identified in paragraph 2 above.
5. The records were prepared or obtained by personnel or representatives of the entity or persons acting under the control of personnel or representatives of the entity identified in paragraph 2 above in the ordinary course of business at or near the time of the act, condition, or event in said records.
6. The records are kept in the course of regularly conducted business pursuant to the regular practice of the entity identified in paragraph 2 above.

Chris Faile  
Custodian of Records

SUBSCRIBED and SWORN to before me this 1st day of April, 2009 by Chris Faile.

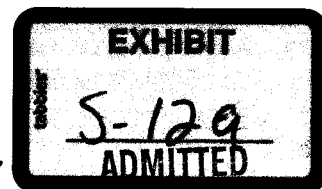
My Commission Expires:



SUSAN J. AUKERMAN  
Notary Public, State of Ohio  
My Commission Expires  
July 28, 2013  
(Recorded in Cuyahoga County)

Susan J. Aukerman  
NOTARY PUBLIC

ACC000147  
FILE #7987



April 1, 2009

Michael J. Rice  
Special Investigator  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, AZ 85007

Re: Dem Bonz Barbecue Restaurants

Dear Mr. Rice:

Pursuant to the Subpoena issued to AmTrust Bank regarding Dem Bonz Barbecue Restaurants, enclosed herewith please find copies of the information that you have requested. Also enclosed is an invoice for services rendered.

If you have any questions, please feel free to call me at 216-588-4380. Thank you.

Sincerely,



Chris Faile  
Legal Assistant

cf  
Enclosures

ACC000148  
FILE #7987

## DEPOSIT SERVICES

AMTRUST  
BANKBusiness Checking Account Agreement  
Free Business Checking - AZ

Account Number: 269002861

## Account Owner:

Ownership Structure: Individual

Name	METRO-CAPITAL ACQUISITIONS LLC	Acct. Relationship	SOLE OWNER
Address:	7027 N. SCOTTSDALE RD. # 202 SCOTTSDALE, AZ 85260		
Tax ID#	26-1095376		
Business Phone #	(480) 277-5413		

## For Sole Proprietorships using the Sole Proprietor's SSN:

Date of Birth	Employer:	Email Address	metrocap3664@gmail.com
Home Phone	Work Phone	ID#1 State	ID#1 Number
ID #1 Type	Not Applicable	ID#1 Issue Date	ID#1 Expire Date //
ChexSystems		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

## Authorized Signers:

Name	CAROL ANN RICHEY	Acct. Relationship	LLC SIGNER
Address:	AZ		
Tax ID#	Date of Birth	Employer:	METRO-CAPITAL ACQUISITIONS
Home Phone	Work Phone	Email Address	metrocap3664@gmail.com
ID #1 Type	Drivers License	ID#1 State	AZ
ID#1 Issue Date	ID#1 Expire Date	ChexSystems	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Name	Acct. Relationship		
Address:			
Tax ID#	Date of Birth	Employer:	
Home Phone	Work Phone	Email Address	
ID #1 Type	ID#1 State	ID#1 Number	
ID#1 Issue Date	ID#1 Expire Date	ChexSystems	<input type="checkbox"/> Yes <input type="checkbox"/> No

Name	Acct. Relationship		
Address:			
Tax ID#	Date of Birth	Employer:	
Home Phone	Work Phone	Email Address	
ID #1 Type	ID#1 State	ID#1 Number	
ID#1 Issue Date	ID#1 Expire Date	ChexSystems	<input type="checkbox"/> Yes <input type="checkbox"/> No

Name	Acct. Relationship		
Address:			
Tax ID#	Date of Birth	Employer:	
Home Phone	Work Phone	Email Address	
ID #1 Type	ID#1 State	ID#1 Number	
ID#1 Issue Date	ID#1 Expire Date	ChexSystems	<input type="checkbox"/> Yes <input type="checkbox"/> No

Name	Acct. Relationship		
Address:			
Tax ID#	Date of Birth	Employer:	
Home Phone	Work Phone	Email Address	
ID #1 Type	ID#1 State	ID#1 Number	
ID#1 Issue Date	ID#1 Expire Date	ChexSystems	<input type="checkbox"/> Yes <input type="checkbox"/> No

Name	Acct. Relationship		
Address:			
Tax ID#	Date of Birth	Employer:	
Home Phone	Work Phone	Email Address	
ID #1 Type	ID#1 State	ID#1 Number	
ID#1 Issue Date	ID#1 Expire Date	ChexSystems	<input type="checkbox"/> Yes <input type="checkbox"/> No

Account Type: Free Business Checking - AZ Date Opened: 6/4/2008 Initial Deposit: \$ 183.00

bus (07113c)  
Page 1

Source:	For Office Use Only: Application Date:	Reference:
Code:	Account No: 269002861 Opened By: u30203	Region:

ACC000150  
FILE #7987

EXHIBIT

S-126  
ADMITTED

**General:** The above named Account Holder hereby establishes and holds the above described account (the "Account") with AmTrust Bank, a federal savings bank ("the Bank"). This Account is issued and, by the acceptance hereof, is held subject to the provisions of this Account Agreement, all applicable laws of the state where the Account is established, the laws of the United States of America, the Regulations of the Federal Deposit Insurance Corporation, the Charter and By-Laws of the Bank, and the Bank Documents provided to the Account Holder at the time of opening this Account, all the same now exist or may hereafter be amended and which are hereby incorporated into this Account Agreement. The Account is transferable only on the records of the Bank; the Bank's copies (paper, electronic or otherwise) of the Account Documents are presumed to be the correct official copies. The Bank, in its sole discretion, may elect not to open any account, not to provide any services requested by any of the undersigned, or to close this Account at any time. If the Account Holder is a sole proprietorship, corporation, limited liability company, or other business entity, then the undersigned represents and warrants that this Account will be used solely for business purposes. If the Account Holder is an individual, then the undersigned represents and warrants that this Account will be used solely for personal, family or household purposes.

**Ownership:** If this is a personal savings or checking account, the following terms apply.

"Sole Owner" means that the Account is held by one person or entity.

"Joint Ownership" means that all funds now or hereafter deposited in this Account are and shall be joint property owned by the Account Holders as joint tenants with right of survivorship, and not as tenants in common, and upon the death of any one Account Holder, the remaining balance in the account shall become the property of, and shall be payable to the surviving Account Holder(s). The entire Account, or any part thereof, may be withdrawn by or upon the order of any one of the Account Holders or the surviving Account Holder(s). Any Account Holder shall have the full and complete right to pledge all or any portion of the account to secure any indebtedness of any Account Holder to the Bank or any other person and no such pledge shall operate to sever or terminate, either in whole or in part, the joint tenancy established by this Account Agreement. Any withdrawals of funds by any surviving Account Holder shall be binding upon all surviving Account Holders and upon the respective heirs, next of kin, legatees, assigns and personal representatives of each Account Holder. Each Holder of a Joint and Survivorship Account shall be jointly and severally liable for performance of the Account Holders' obligations hereunder. "Joint" or "Joint with POD" ownership is not available for business accounts.

Designation as a Payable on Death Account does not affect the ownership designation or the rights of the Account Holder(s) or confer any Account ownership rights in the Account on any beneficiary.

If this is a business checking or savings account, only "Sole Ownership" is permitted; business accounts cannot have "Joint Ownership" or Payable on Death provisions.

**Interest:** Interest on deposits in interest bearing Accounts shall be paid as determined by the Bank, in its sole discretion, shall be subject to change without notice, and may be based on the Account balance. An interest bearing account will initially receive earnings at the Interest Rate stated above provided the balance in the Account is not less than the minimum balance requirement. An interest bearing account will receive earnings at the Frequency of Compounding stated in the attached Guide to Accounts, provided the balance is not less than the minimum balance required to obtain the Annual Percentage Yield, stated above. Interest will be credited to an interest bearing Account as set forth in the Guide to Accounts. Additions to an interest bearing Account shall initially receive earnings at the Account's rate of interest in effect at the time of the addition. If the Account balance falls below the minimum balance requirement at any time, the Account will be subject to fees as set forth in the Schedule of Charges then in effect.

**Offset:** The Bank, at its option at any time, may apply, use or set off any balance in any Account of the Account Holder(s) to the payment of any indebtedness of any such Account Holder(s) then due and payable to the Bank, direct or indirect, absolute or contingent, howsoever evidenced. If an Account is owned by two or more Account Holder(s), any balance in such Account may be applied to the payment of any indebtedness of any one or more Account Holder(s) to the Bank.

**Tax Reporting:** Account Holders are required to furnish a Taxpayer Identification Number (either Social Security Number or Employer Identification Number, as applicable) upon Account opening. Any interest earned on this Account shall be reported annually to the Internal Revenue Service under the name and TIN of only the first-named Account Holder for personal accounts or the name and TIN of the business entity for business accounts.

**Deposits:** Deposits may be made by ACH transfer, in person, through the mail by check, money order or registered letter and, for accounts opened through AmTrustDirect.com, by fund transfers using the external transfer service on Bank By Net. Always state the Account number. Do not send cash by mail.

All deposits are subject to the Bank's policies on collection of checks or other items as stated in our Deposit Account Rules and Regulations. For the protection of the Account Holder and the Bank, when a check is accepted for deposit to this Account a hold is placed on the Account for the amount of each check presented for payment, in accordance with the Bank's Funds Availability Policy. Inquiries may be made at any branch for information concerning the length of hold for a particular check transaction.

**Reservation to Require Notice to Withdraw:** Under Federal Regulations which authorize this Account, the Bank reserves the right to require at least 7 days' notice prior to withdrawal or transfer of any funds from this Account. If the Bank exercises this right, receipt of the Account Holder's written request for withdrawal or transfer of funds will constitute commencement of the notification period.

**Evidence of Account:** This Account Agreement is your only evidence of account. Retain a copy for your records.

**Passbooks:** If this is a Passbook Savings Account, the passbook must be presented when money is deposited or withdrawn.

**Change of name, address, telephone number, TIN:** The owner of this Account is responsible for notifying the Bank of any change of name, address, phone number, and TIN, as applicable.

**Termination:** The Account Holder may terminate this account at any time without penalty. However, a fee will be assessed to all Accounts that are closed before the 181<sup>st</sup> day after the original Account opening date. See Deposit Account Schedule of Charges.



The undersigned acknowledge(s) receipt of the Business Checking Account Rules and Regulations, Electronic Funds Transfer Disclosure Statement, the attached Guide to Accounts, the Bank By Net® Agreement and Disclosure, other disclosure statements, and the Schedules of Charges applicable to the Account opened hereby, as may be amended or revised and in effect from time to time (collectively the "Bank Documents") each of which is hereby incorporated into this Account Agreement. The Account Owner and each of the undersigned authorizes the Bank to obtain a credit report and other credit or business information about each such party that the Bank, in its judgment, deems relevant to establish an Account or to provide any other services to the Account Owner or the undersigned. The Account Owner authorizes the Bank to complete any transaction initiated in person, by telephone, computer, or by other electronic means by any person(s) authorized to make withdrawals of or transfer funds from the Account. The Account Owner and each undersigned acknowledges that certain information which each provides to the Bank in connection with the Account opened hereby will be housed in the Bank's systems and that such information is presumed to be correct. The Account Owner acknowledges and agrees that it is solely responsible for the actions of the persons who have access to the Account.

**CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER:**

**Under penalties of perjury, the Account Owner certifies that:**

1. The number shown on this form is the correct taxpayer identification number; and
2. The undersigned company is not subject to backup withholding because (a) it is exempt from backup withholding, or (b) it has not been notified by the Internal Revenue Service (IRS) that it is subject to backup withholding as a result of a failure to report all interests or dividends, or (c) the IRS has notified the undersigned company that it is no longer subject to backup withholding.

The undersigned company must cross out item 2 above if it has been notified by the IRS that it is currently subject to backup withholding because it failed to report all interest and dividends on its tax return. The signature(s) at the end of this Account Agreement will certify the accuracy of this information.

By signing this Account Agreement the Account Owner and each of the undersigned acknowledges and agrees to all terms and conditions of this Account Agreement and of the Bank Documents, which are incorporated herein by this reference and certifies that the information provided at the time of Account opening is true, correct and complete. The undersigned further certify under penalty of perjury, that the statements with respect to taxpayer identification number and withholding are true and correct. This Account Agreement and the Bank Documents constitute a valid and binding contract between the parties and shall be binding upon the successors and assigns of the Account Owner.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

*Carol A. Lickley*  
SIGNATURE (1<sup>st</sup> Signer)

6/4/08  
DATE

\_\_\_\_\_  
SIGNATURE (4<sup>th</sup> Signer)

\_\_\_\_\_  
DATE

\_\_\_\_\_  
SIGNATURE (2<sup>nd</sup> Signer)

\_\_\_\_\_  
DATE

\_\_\_\_\_  
SIGNATURE (5<sup>th</sup> Signer)

\_\_\_\_\_  
DATE

\_\_\_\_\_  
SIGNATURE (3<sup>rd</sup> Signer)

\_\_\_\_\_  
DATE

\_\_\_\_\_  
SIGNATURE (6<sup>th</sup> Signer)

\_\_\_\_\_  
DATE

**ACC000152**

FILE #7987

**AMTRUST BANK**  
**DEPOSIT SERVICES**  
**Business Checking Account Agreement**  
**Free Business Checking - AZ**

Account Number: 269002887

**Account Owner:**

Name DEM BONZ BARBECUE RESAURANTS LLC

Address: 8912 E. PINNACLE PEAK RD # 174 SCOTTSDALE, AZ 85255

Tax ID# 26-2880299

Business Phone # (480) 277-5413

Ownership Structure: Limited Liability Company

Acct. Relationship SOLE OWNER

**For Sole Proprietorships using the Sole Proprietor's SSN:**

Date of Birth

Employer:

Home Phone

Work Phone

Email Address

METROCAP3664@GMAIL.COM

ID #1 Type

Not Applicable

ID#1 State

ID#1 Number

ID#1 Issue Date

ID#1 Expire Date

ChexSystems ☐ Yes ☐ No

**Authorized Signers:**

Name CAROL ANN RICHEY

Acct. Relationship LLC SIGNER

Address:

AZ

Tax ID#

Date of Birth

Employer:

METRO-CAPITAL ACQUISITIONS

Home Phone

Work Phone

Email Address

metrocap3664@gmail.com

ID #1 Type

Drivers License

ID#1 State

AZ

ID#1 Number

ID#1 Issue Date

ID#1 Expire Date

ChexSystems ☐ Yes ☐ No

Name STEVE J ROGAN

Acct. Relationship LLC SIGNER

Address:

AZ

Tax ID#

Date of Birth

Employer:

SELF EMPLOYED-U.I.C.

Home Phone

Work Phone

Email Address

ULCINC@HOTMAIL.COM

ID #1 Type

Drivers License

ID#1 State

AZ

ID#1 Number

ID#1 Issue Date

ID#1 Expire Date

ChexSystems ☐ Yes ☐ No

Name

Acct. Relationship

Address:

Tax ID#

Date of Birth

Employer:

Home Phone

Work Phone

Email Address

ID #1 Type

ID#1 State

ID#1 Number

ID#1 Issue Date

ID#1 Expire Date

ChexSystems ☐ Yes ☐ No

Name

Acct. Relationship

Address:

Tax ID#

Date of Birth

Employer:

Home Phone

Work Phone

Email Address

ID #1 Type

ID#1 State

ID#1 Number

ID#1 Issue Date

ID#1 Expire Date

ChexSystems ☐ Yes ☐ No

Name

Acct. Relationship

Address:

Tax ID#

Date of Birth

Employer:

Home Phone

Work Phone

Email Address

ID #1 Type

ID#1 State

ID#1 Number

ID#1 Issue Date

ID#1 Expire Date

ChexSystems ☐ Yes ☐ No

Name

Acct. Relationship

Address:

Tax ID#

Date of Birth

Employer:

Home Phone

Work Phone

Email Address

ID #1 Type

ID#1 State

ID#1 Number

ID#1 Issue Date

ID#1 Expire Date

ChexSystems ☐ Yes ☐ No

Account Type: Free Business Checking - AZ

Date Opened: 7/11/2008

Initial Deposit: \$ 100.00

bus (07113c)

Page 1

Source:

For Office Use Only: Application Date: 7/11/2008

Reference:

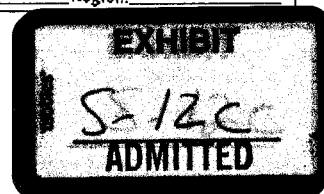
Code:

Account No: 269002887

Opened By: U30203

Region:

ACC000174  
FILE #7987



The undersigned acknowledge(s) receipt of the Business Checking Account Rules and Regulations, Electronic Funds Transfer Disclosure Statement, the attached Guide to Accounts, the Bank By Net® Agreement and Disclosure, other disclosure statements, and the Schedules of Charges applicable to the Account opened hereby, as may be amended or revised and in effect from time to time (collectively the "Bank Documents") each of which is hereby incorporated into this Account Agreement. The Account Owner and each of the undersigned authorizes the Bank to obtain a credit report and other credit or business information about each such party that the Bank, in its judgment, deems relevant to establish an Account or to provide any other services to the Account Owner or the undersigned. The Account Owner authorizes the Bank to complete any transaction initiated in person, by telephone, computer, or by other electronic means by any person(s) authorized to make withdrawals of or transfer funds from the Account. The Account Owner and each undersigned acknowledges that certain information which each provides to the Bank in connection with the Account opened hereby will be housed in the Bank's systems and that such information is presumed to be correct. The Account Owner acknowledges and agrees that it is solely responsible for the actions of the persons who have access to the Account.

**CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER:**

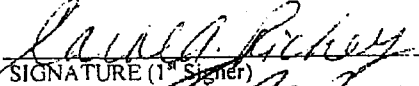
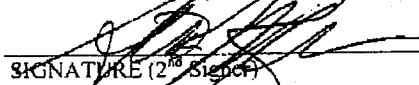
**Under penalties of perjury, the Account Owner certifies that:**

1. The number shown on this form is the correct taxpayer identification number; and
2. The undersigned company is not subject to backup withholding because (a) it is exempt from backup withholding, or (b) it has not been notified by the Internal Revenue Service (IRS) that it is subject to backup withholding as a result of a failure to report all interests or dividends, or (c) the IRS has notified the undersigned company that it is no longer subject to backup withholding.

The undersigned company must cross out item 2 above if it has been notified by the IRS that it is currently subject to backup withholding because it failed to report all interest and dividends on its tax return. The signature(s) at the end of this Account Agreement will certify the accuracy of this information.

By signing this Account Agreement the Account Owner and each of the undersigned acknowledges and agrees to all terms and conditions of this Account Agreement and of the Bank Documents, which are incorporated herein by this reference and certifies that the information provided at the time of Account opening is true, correct and complete. The undersigned further certify under penalty of perjury, that the statements with respect to taxpayer identification number and withholding are true and correct. This Account Agreement and the Bank Documents constitute a valid and binding contract between the parties and shall be binding upon the successors and assigns of the Account Owner.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

	<u>7/11/08</u>	_____ SIGNATURE (4 <sup>th</sup> Signer)	_____ DATE
	<u>7/11/08</u>	_____ SIGNATURE (5 <sup>th</sup> Signer)	_____ DATE
_____ SIGNATURE (3 <sup>rd</sup> Signer)	_____ DATE	_____ SIGNATURE (6 <sup>th</sup> Signer)	_____ DATE

**ACC000175**  
FILE #7987

# Business Account Agreement Addendum

**AMTRUST**  
BANK

Branch #: 26	Emp Name: Skyler Careaga	5-digit Emp ID: 30203	Date: 07/11/2008
--------------	--------------------------	-----------------------	------------------

## Requested Authorized Signer Changes

Company Name: Dem Bonz Barbecue Restaurants LLC	EIN or SSN: 26-2880299
---	------------------------

Account Number(s) Affected\*: 269002887

\*All accounts listed must have the same business name, title, and ownership. Use a separate form for any account(s) with a different name, title, or ownership.

	Existing Authorized Signer Name	New/Corrected Authorized Signer Name
<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Delete	Dem Bonz Barbecue Restaurants llc SOW	Dem Bonz Barbecue Restaurants SOW
<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Delete	Carol Ann Richey LLS	Carol Ann Richey LLS
<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Delete	Steve J. Rogan LLS	Steve J. Rogan LLS
<input checked="" type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Delete		Ralph Robin Richey LLS

## CIF information for New Authorized Signer(s)

Mr. Mrs. Ms.	Last Name: RICHEY	First: RALPH	Middle Init.	SSN	Date of Birth
Street Address				Home Phone	Business Phone
City		State: AZ	Zip	E-mail Address	
ID #1 Type: AZDL	ID #1 Number	ID #1 State: AZ	ID #1 Issue Date	ID #1 Exp Date	
Relationship Code (check only one): <input type="checkbox"/> SOW <input type="checkbox"/> AUS <input type="checkbox"/> PRT <input checked="" type="checkbox"/> LLS <input type="checkbox"/> OFF <input type="checkbox"/> NPS <input type="checkbox"/> IOS					ChexSystems <input type="checkbox"/> Yes <input type="checkbox"/> No

Mr. Mrs. Ms.	Last Name	First	Middle Init.	SSN	Date of Birth
Street Address				Home Phone	Business Phone
City		State	Zip	E-mail Address	
ID #1 Type	ID #1 Number	ID #1 State	ID #1 Issue Date	ID #1 Exp Date	
Relationship Code (check only one): <input type="checkbox"/> SOW <input type="checkbox"/> AUS <input type="checkbox"/> PRT <input type="checkbox"/> LLS <input type="checkbox"/> OFF <input type="checkbox"/> NPS <input type="checkbox"/> IOS					ChexSystems <input type="checkbox"/> Yes <input type="checkbox"/> No

Mr. Mrs. Ms.	Last Name	First	Middle Init.	SSN	Date of Birth
Street Address				Home Phone	Business Phone
City		State	Zip	E-mail Address	
ID #1 Type	ID #1 Number	ID #1 State	ID #1 Issue Date	ID #1 Exp Date	
Relationship Code (check only one): <input type="checkbox"/> SOW <input type="checkbox"/> AUS <input type="checkbox"/> PRT <input type="checkbox"/> LLS <input type="checkbox"/> OFF <input type="checkbox"/> NPS <input type="checkbox"/> IOS					ChexSystems <input type="checkbox"/> Yes <input type="checkbox"/> No

## All New Authorized Signers Must Sign Below:

Print Name:	Carol Ann Richey	Signature:	Carol Ann Richey
Print Name:	STEVE J. ROGAN	Signature:	Steve J. Rogan
Print Name:	RALPH R. RICHEY	Signature:	Ralph R. Richey

## Authorization

The following existing signer authorizes AmTrust Bank to make the changes indicated:

Authorized Signer Name: (please print)	Carol Ann Richey
Authorized Signer Signature:	Carol Ann Richey

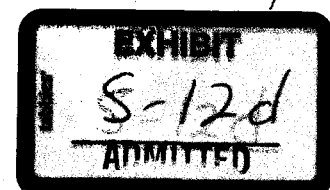
Include a copy of either a ☐ Resolution or ☐ Meeting Minutes, authorizing the change.

## Back Office Use Only

Entered by:	Date: 7/25
-------------	------------

Send Original to Deposit Services OH99-0507  
CIF 026 (Rev:06/13/08)

ACC000176  
FILE #7987



# Business Account Agreement Addendum

**AMIRUST  
BANK**

Branch #: 26	Emp Name: Skyler Cureaga	5-digit Emp ID: 30203	Date: 01/20/2008
<b>Requested Authorized Signer Changes</b>			
Company Name: Dem Bonz Barbecue Restaurants LLC.		FIN or SSN: 262880299	
Account Number(s) Affected*: 269002887 <i>✓</i>			
<small>*All accounts listed must have the same business name, title, and ownership. Use a separate form for any account(s) with a different name, title, or ownership.</small>			
	<b>Existing Authorized Signer Name</b>	<b>New/Corrected Authorized Signer Name</b>	
<input type="checkbox"/> Add <input type="checkbox"/> Change <input checked="" type="checkbox"/> Delete	Steve J. Rogan		
<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Delete			
<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Delete			
<input type="checkbox"/> Add <input type="checkbox"/> Change <input type="checkbox"/> Delete			

<b>CIF information for New Authorized Signer(s)</b>					
Mr. Mrs. Ms.	Last Name	First	Middle Init.	SSN	Date of Birth
Street Address				Home Phone	Business Phone
City		State	Zip	E-mail Address	
ID #1 Type	ID #1 Number	ID #1 State	ID #1 Issue Date	ID #1 Exp Date	
Relationship Code (check only one): <input type="checkbox"/> SOW <input type="checkbox"/> AUS <input type="checkbox"/> PRT <input type="checkbox"/> LLS <input type="checkbox"/> OFF <input type="checkbox"/> NPS <input type="checkbox"/> IOS					ChexSystems <input type="checkbox"/> Yes <input type="checkbox"/> No
Considering all accounts you have with AmTrust Bank, during a typical month, do you expect to use any one of your accounts to: BSA1 - Deposit and withdraw totaling \$40,000 or more via check at one time? <input type="checkbox"/> Yes <input type="checkbox"/> No BSA2 - Deposit or withdraw totaling \$40,000 or more via direct deposit, domestic wire, ACH, online bill pay, EFT, and/or other electronic transfers? <input type="checkbox"/> Yes <input type="checkbox"/> No BSA3 - Wire money to/from a foreign county (any amount)? <input type="checkbox"/> Yes <input type="checkbox"/> No BSA6 - Are you or are you related to a foreign politically exposed person (PEP)? <input type="checkbox"/> Yes <input type="checkbox"/> No					

Mr. Mrs. Ms.	Last Name	First	Middle Init.	SSN	Date of Birth
Street Address				Home Phone	Business Phone
City		State	Zip	E-mail Address	
ID #1 Type	ID #1 Number	ID #1 State	ID #1 Issue Date	ID #1 Exp Date	
Relationship Code (check only one): <input type="checkbox"/> SOW <input type="checkbox"/> AUS <input type="checkbox"/> PRT <input type="checkbox"/> LLS <input type="checkbox"/> OFF <input type="checkbox"/> NPS <input type="checkbox"/> IOS					ChexSystems <input type="checkbox"/> Yes <input type="checkbox"/> No
Considering all accounts you have with AmTrust Bank, during a typical month, do you expect to use any one of your accounts to: BSA1 - Deposit and withdraw totaling \$40,000 or more via check at one time? <input type="checkbox"/> Yes <input type="checkbox"/> No BSA2 - Deposit or withdraw totaling \$40,000 or more via direct deposit, domestic wire, ACH, online bill pay, EFT, and/or other electronic transfers? <input type="checkbox"/> Yes <input type="checkbox"/> No BSA3 - Wire money to/from a foreign county (any amount)? <input type="checkbox"/> Yes <input type="checkbox"/> No BSA6 - Are you or are you related to a foreign politically exposed person (PEP)? <input type="checkbox"/> Yes <input type="checkbox"/> No					

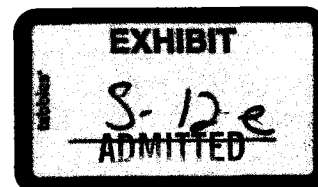
<b>All New Authorized Signers Must Sign Below:</b>	
Print Name: Carol Ann Richey	Signature:
Print Name:	Signature:

<b>Authorization - The following existing signer authorizes AmTrust Bank to make the changes indicated:</b>	
Authorized Signer Name: (please print)	Carol Ann Richey
Authorized Signer Signature:	
Include a copy of either a <input type="checkbox"/> Resolution or <input type="checkbox"/> Meeting Minutes, authorizing the change.	

<b>Back Office Use Only</b>	
Entered by:	Date: 01/20/09



DEM BONZ BARBECUE RESTAURANTS LLC  
8912 E. PINNACLE PEAK RD SUITE 174  
SCOTTSDALE AZ 85255

Page Number: 1 of 1  
Account Number: 269002887  
Date: 07/31/08  
Enclosures: 0

"Go Green" by combining your Checking & Savings statements.  
Call 888-696-4444 today!

**269002887**

**FREE BUSINESS CHECKING**

**Activity Summary**

Beginning Balance	7-11-08	.00
+Deposits/Credits	1	100.00
-Checks/Debits		.00
-Service Charge		.00
Ending Balance	7-31-08	100.00

**Deposits and Withdrawals**

Date	Description	Amount
7-11	CUSTOMER DEPOSIT	100.00

**Overdraft / Non Sufficient Funds Fee Summary**

	This Cycle	YTD
RETURNED ITEM FEES	.00	.00
PAID ITEM FEES	.00	.00
TOTAL ITEM FEES CHARGED	.00	.00

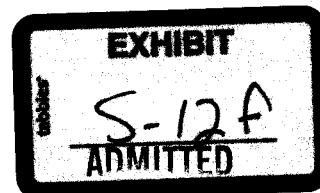
	This Cycle	YTD
REFUND OF RETURNED ITEM FEES	.00	.00
REFUND OF PAID ITEM FEES	.00	.00
TOTAL ITEM FEES REFUNDED	.00	.00

**Daily Balance Summary**

Date	Amount	Date	Amount	Date	Amount
7-11	100.00				

Thank you for banking with AmTrust Bank. Call 888-696-4444, click [www.amtrust.com](http://www.amtrust.com),  
or come in to your nearest branch for any questions regarding your account.

ACC000178  
FILE #7987



DEM BONZ BARBECUE RESTAURANTS LLC  
8912 E. PINNACLE PEAK RD SUITE 174  
SCOTTSDALE AZ 85255

Page Number: 1 of 1  
Account Number: 269002887  
Date: 08/31/08  
Enclosures: 0

"Go Green" by combining your Checking & Savings statements.  
Call 888-696-4444 today!

**269002887**

**FREE BUSINESS CHECKING**

**Activity Summary**

Beginning Balance	7-31-08	100.00
+Deposits/Credits		.00
-Checks/Debits	1	49.00
-Service Charge		.00
Ending Balance	8-31-08	51.00

**EFT Activity**

Date	Description	Amount
8-20	CCP PUR GO BIG MED	49.00 -
	GO BIG MEDIA 0	
	614-3403357 OH	

**Overdraft / Non Sufficient Funds Fee Summary**

	This Cycle	YTD
RETURNED ITEM FEES	.00	.00
PAID ITEM FEES	.00	.00
TOTAL ITEM FEES CHARGED	.00	.00

	This Cycle	YTD
REFUND OF RETURNED ITEM FEES	.00	.00
REFUND OF PAID ITEM FEES	.00	.00
TOTAL ITEM FEES REFUNDED	.00	.00

**Daily Balance Summary**

Date	Amount	Date	Amount	Date	Amount
7-31	100.00	8-20	51.00		

Thank you for banking with AmTrust Bank. Call 888-696-4444, click [www.amtrust.com](http://www.amtrust.com),  
or come in to your nearest branch for any questions regarding your account.

**ACC000179**  
FILE #7987

DEM BONZ BARBECUE RESTAURANTS LLC  
8912 E. PINNACLE PEAK RD SUITE 174  
SCOTTSDALE AZ 85255

Page Number: 1 of 1  
Account Number: 269002887  
Date: 09/30/08  
Enclosures: 0

**269002887**

**FREE BUSINESS CHECKING**

**Activity Summary**

Beginning Balance	8-31-08	51.00
+Deposits/Credits		.00
-Checks/Debits		.00
-Service Charge		.00
Ending Balance	9-30-08	51.00

**Overdraft / Non Sufficient Funds Fee Summary**

	This Cycle	YTD
RETURNED ITEM FEES	.00	.00
PAID ITEM FEES	.00	.00
TOTAL ITEM FEES CHARGED	.00	.00

	This Cycle	YTD
REFUND OF RETURNED ITEM FEES	.00	.00
REFUND OF PAID ITEM FEES	.00	.00
TOTAL ITEM FEES REFUNDED	.00	.00

**Daily Balance Summary**

Date	Amount	Date	Amount	Date	Amount
8-31	51.00				

Thank you for banking with AmTrust Bank. Call 888-696-4444, click [www.amtrust.com](http://www.amtrust.com),  
or come in to your nearest branch for any questions regarding your account.

ACC000180  
FILE #7987



DEM BONZ BARBECUE RESTAURANTS LLC  
8912 E. PINNACLE PEAK RD SUITE 174  
SCOTTSDALE AZ 85255

Page Number: 1 of 2  
Account Number: 269002887  
Date: 10/31/08  
Enclosures: 1

**269002887**

**FREE BUSINESS CHECKING**

**Activity Summary**

Beginning Balance	9-30-08	51.00
+Deposits/Credits		.00
-Checks/Debits	1	24.50
-Service Charge		.00
Ending Balance	10-31-08	26.50

**Checks Paid**

Date	Check No	Amount	Date	Check No	Amount
10-03	1001	24.50			

( \* indicates a break in check number sequence)

**Overdraft / Non Sufficient Funds Fee Summary**

	This Cycle	YTD
RETURNED ITEM FEES	.00	.00
PAID ITEM FEES	.00	.00
TOTAL ITEM FEES CHARGED	.00	.00

	This Cycle	YTD
REFUND OF RETURNED ITEM FEES	.00	.00
REFUND OF PAID ITEM FEES	.00	.00
TOTAL ITEM FEES REFUNDED	.00	.00

**Daily Balance Summary**

Date	Amount	Date	Amount	Date	Amount
9-30	51.00	10-03	26.50		

Thank you for banking with AmTrust Bank. Call 888-696-4444, click [www.amtrust.com](http://www.amtrust.com), or come in to your nearest branch for any questions regarding your account.

**ACC000181**  
FILE #7987

DEM BONZ BARBECUE RESTAURANTS LLC  
8912 E. PINNACLE PEAK RD SUITE 174  
SCOTTSDALE AZ 85255

Page Number: 1 of 1  
Account Number: 269002887  
Date: 11/30/08  
Enclosures: 0

No idea what they want? This holiday season, let them make their own choice with an AmTrust Visa® gift card.

**269002887**

**FREE BUSINESS CHECKING**

**Activity Summary**

Beginning Balance	10-31-08	26.50
+Deposits/Credits		.00
-Checks/Debits		.00
-Service Charge		.00
Ending Balance	11-30-08	26.50

**Overdraft / Non Sufficient Funds Fee Summary**

	This Cycle	YTD
RETURNED ITEM FEES	.00	.00
PAID ITEM FEES	.00	.00
TOTAL ITEM FEES CHARGED	.00	.00

	This Cycle	YTD
REFUND OF RETURNED ITEM FEES	.00	.00
REFUND OF PAID ITEM FEES	.00	.00
TOTAL ITEM FEES REFUNDED	.00	.00

**Daily Balance Summary**

Date	Amount	Date	Amount	Date	Amount
10-31	26.50				

Thank you for banking with AmTrust Bank. Call 888-696-4444, click [www.amtrust.com](http://www.amtrust.com), or come in to your nearest branch for any questions regarding your account.

ACC000182  
FILE #7987

DEM BONZ BARBECUE RESTAURANTS LLC  
8912 E. PINNACLE PEAK RD SUITE 174  
SCOTTSDALE AZ 85255

Page Number: 1 of 1  
Account Number: 269002887  
Date: 12/31/08  
Enclosures: 0

No idea what they want? This holiday season, let them make their own choice with an AmTrust Visa® gift card.

**269002887**

**FREE BUSINESS CHECKING**

**Activity Summary**

Beginning Balance	11-30-08	26.50
+Deposits/Credits		.00
-Checks/Debits		.00
-Service Charge		.00
Ending Balance	12-31-08	26.50

**Overdraft / Non Sufficient Funds Fee Summary**

	This Cycle	YTD
RETURNED ITEM FEES	.00	.00
PAID ITEM FEES	.00	.00
TOTAL ITEM FEES CHARGED	.00	.00

	This Cycle	YTD
REFUND OF RETURNED ITEM FEES	.00	.00
REFUND OF PAID ITEM FEES	.00	.00
TOTAL ITEM FEES REFUNDED	.00	.00

**Daily Balance Summary**

Date	Amount	Date	Amount	Date	Amount
11-30	26.50				

Thank you for banking with AmTrust Bank. Call 888-696-4444, click [www.amtrust.com](http://www.amtrust.com), or come in to your nearest branch for any questions regarding your account.

**ACC000183**  
FILE #7987

DEM BONZ BARBECUE RESTAURANTS LLC  
8912 E. PINNACLE PEAK RD SUITE 174  
SCOTTSDALE AZ 85255

Page Number: 1 of 1  
Account Number: 269002887  
Date: 01/31/09  
Enclosures: 0

Online Banking Account Alerts available. A quick and convenient way  
to keep track of your accounts.

**269002887**

**FREE BUSINESS CHECKING**

**Activity Summary**

Beginning Balance	12-31-08	26.50
+Deposits/Credits		.00
-Checks/Debits		.00
-Service Charge		.00
Ending Balance	1-31-09	26.50

**Overdraft / Non Sufficient Funds Fee Summary**

	This Cycle	YTD
RETURNED ITEM FEES	.00	.00
PAID ITEM FEES	.00	.00
TOTAL ITEM FEES CHARGED	.00	.00

	This Cycle	YTD
REFUND OF RETURNED ITEM FEES	.00	.00
REFUND OF PAID ITEM FEES	.00	.00
TOTAL ITEM FEES REFUNDED	.00	.00

**Daily Balance Summary**

Date	Amount	Date	Amount	Date	Amount
12-31	26.50				

Thank you for banking with AmTrust Bank. Call 888-696-4444, click [www.amtrust.com](http://www.amtrust.com),  
or come in to your nearest branch for any questions regarding your account.

**ACC000184**

FILE #7987

# AMTRUST BANK

DEM BONZ BARBECUE RESTAURANTS LLC  
8912 E. PINNACLE PEAK RD SUITE 174  
SCOTTSDALE AZ 85255

Page Number: 1 of 1  
Account Number: 269002887  
Date: 02/28/09  
Enclosures: 0

Online Banking Account Alerts available. A quick and convenient way to keep track of your accounts.

**269002887**

## FREE BUSINESS CHECKING

### Activity Summary

Beginning Balance	1-31-09	26.50
+Deposits/Credits		.00
-Checks/Debits		.00
-Service Charge		.00
Ending Balance	2-28-09	26.50

### Overdraft / Non Sufficient Funds Fee Summary

	This Cycle	YTD
RETURNED ITEM FEES	.00	.00
PAID ITEM FEES	.00	.00
TOTAL ITEM FEES CHARGED	.00	.00

	This Cycle	YTD
REFUND OF RETURNED ITEM FEES	.00	.00
REFUND OF PAID ITEM FEES	.00	.00
TOTAL ITEM FEES REFUNDED	.00	.00

### Daily Balance Summary

Date	Amount	Date	Amount	Date	Amount
1-31	26.50				

Thank you for banking with AmTrust Bank. Call 888-696-4444, click [www.amtrust.com](http://www.amtrust.com), or come in to your nearest branch for any questions regarding your account.

ACC000185  
FILE #7987

**TRANSACTION PRIVILEGE (SALES) TAX or  
BUSINESS, OCCUPATIONAL AND PROFESSIONAL  
LICENSE APPLICATION**

Customer Service Office Location:  
7447 E. Indian School Rd., Suite 110

☐ PC 1063 BOP ☐ In ☐ Out  
☐ PC 1064 STX ☐ In ☐ Out

If applicable, make checks payable to: City of Scottsdale

Mail to: PO BOX 1586  
Scottsdale, AZ 85252-1586

**SECTION I. Business Information**

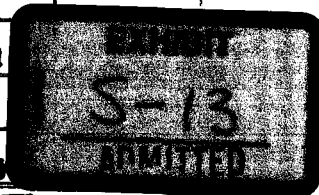
Check any that apply:		<input checked="" type="checkbox"/> New Business to Scottsdale	<input type="checkbox"/> Annual License	<input type="checkbox"/> Update	<input type="checkbox"/> Name Change Only, Date Changed _____
		<input type="checkbox"/> Ownership Change	<input type="checkbox"/> Temporary License	<input type="checkbox"/> Insurance Only	<input type="checkbox"/> Location Change, Date Changed _____
Date business started in Scottsdale	Former Owner (if applicable)		Current City License #	Previous City License #	For Office Use Only
Doing Business As (DBA), Name on Signage, Name known to the public <b>DEM BONZ BARBECUE RESTAURANTS, LLC</b>					App. Fee
Street #	Direction	Street Name	Type	Suite/Apt #	(List physical address, do not enter a Mail box type of address)
<b>14144</b>	<b>N.</b>	<b>100TH ST</b>		<b>B-130</b>	
City	State		Zip Code + 4	(Area Code) Business Telephone #	SIC Code
<b>SCOTTSDALE</b>	<b>AZ</b>		<b>85260</b>	<b>480 277-5413</b>	
Fax #	E-Mail Address (if Available)		State Sales Tax #	Federal ID #	Filing Freq.
<b>510 880-6123</b>	<b>dembonzbbq@gmail.com</b>			<b>26-2880299</b>	

**SECTION II. Additional Business Information, Mailing and Telephone Number**

Legal Business Name of Entity or Individual Name <b>DEM BONZ BARBECUE RESTAURANTS, LLC</b>					
Street #	Direction	Street Name	Type	Suite/Apt #	
<b>8912</b>	<b>E.</b>	<b>ANNACIE PEAK RD</b>	<b>#174</b>		
City	State		Zip Code + 4	(Area Code) Other Business Telephone #	Comments
<b>SCOTTSDALE</b>	<b>AZ</b>		<b>85255</b>	<b>480 277-5413</b>	

**SECTION III. Business Ownership & Record Location**

Ownership:	<input type="checkbox"/> Individual	<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Corp. - State Inc. # _____	<input type="checkbox"/> Partnership	<input type="checkbox"/> Ltd. Partnership	<input type="checkbox"/> Other _____
Owners, Partners, LLC Members, or Officers	Name	<b>STEVE ROGAN</b>		Title	<b>OWNER</b>	
	Home Address	[REDACTED]				
	City	State	Zip Code + 4	(Area Code) Telephone #		
	<b>[REDACTED]</b>	<b>AZ</b>	<b>[REDACTED]</b>	<b>[REDACTED]</b>		
(For Additional Names, Please Attach List)	Name	<b>CAROL RICHEY</b>		Title	<b>CO-OWNER</b>	
	Home Address	[REDACTED]				
	City	State	Zip Code + 4	(Area Code) Telephone #		
	<b>[REDACTED]</b>	<b>AZ</b>	<b>[REDACTED]</b>	<b>[REDACTED]</b>		



Corporate or LLC Statutory Agent	Name	<b>RALPH RICHEY</b>		Title	<b>CONTROLLER</b>	
Location where business records are kept, if different from business location	Address	[REDACTED]				
	City	State	Zip Code + 4	(Area Code) Telephone #		
SECTION IV. Business Type	Accounting Method Used: <input type="checkbox"/> Cash Receipt <input checked="" type="checkbox"/> Accrual					
	<input type="checkbox"/> Retail Sales <input type="checkbox"/> Wholesaler <input type="checkbox"/> Service Only <input type="checkbox"/> Construction Contracting <input type="checkbox"/> Use Tax <input checked="" type="checkbox"/> Restaurant/Bar <input type="checkbox"/> Manufacturer <input type="checkbox"/> Commercial Rental <input type="checkbox"/> Residential Rental (# of Units _____) <input type="checkbox"/> Hotel/Motel <input type="checkbox"/> Other _____					
Describe Nature of Business	<b>BARBECUE RESTAURANT</b>				# of Employees	Contractors #
					<b>6</b>	<b>2</b>

**SECTION V. Business Premises Status**

Is this your residence? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Do you own your business location? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If you do not own your business location, complete Landlord/Property Manager information below.			
Landlord/Property Manager Name	Address	City	State
<b>BYXBE DEVELOPMENT PARTNERS</b>	<b>70450 N. 74TH ST #220</b>	<b>SCOTTSDALE</b>	<b>AZ</b>
(Area Code) Telephone #	Do you rent a portion of the business premises to another entity? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
I certify that the statements made in this application are true and complete to the best of my knowledge. I accept the license authorized and issued in response to this application with the condition that I report timely and pay any and all taxes due by me to the City of Scottsdale. Incomplete applications may not be processed.			
Print Name(s)	Signature(s)	Title(s)	Date
<b>STEVE ROGAN</b> <b>CAROL RICHEY</b>	<i>[Signature]</i> <i>[Signature]</i>	<b>OWNER</b> <b>CO-OWNER</b>	<b>10/1/08</b> <b>10/1/08</b>

IF YOU PURCHASE A BUSINESS, BE SURE ALL SALES TAX HAS BEEN PAID BY FORMER OWNER. BY LAW YOU MAY BE LIABLE FOR ANY UNPAID TAX.

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(2,000 - 805)

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FILE #7987

**BYXBEE**

Dem Bonz Barbeque Restaurants, LLC  
Steve Rogan  
8912 East Pinnacle Peak Road  
No. 174  
Scottsdale, AZ 85255

January 26, 2009

**RE: LEASE PROPOSAL - REVISED**

Dear Mr. Rogan,

On behalf of FLW/100<sup>th</sup> LLC ("Landlord"), we are pleased to submit herem the following lease proposal for your immediate review and consideration:

1. **LESSEE:** Dem Bonz Barbeque Restaurants, LLC ("Tenant")
2. **PREMISES:** Approximately 1,996 rentable square feet located at 14144 N. 100<sup>th</sup> Street, Building B, Suite 130 ("Premises").
3. **LEASE COMMENCEMENT:** The earlier of March 1, 2009 or when the tenant first opens for business (the "Lease Commencement Date").
4. **LEASE TERM:** The lease term will be for sixty (60) months.
5. **LEASE TYPE:** Triple Net ("NNN"). Tenant shall pay a proportionate share of taxes, insurance and common area maintenance for the Center currently estimated at \$5.78 per square foot.
6. **RENTAL RATE:**

	\$/sq.ft.	Annual	Monthly
Year 1	\$ 31.00	\$ 61,876.00	\$ 5,156.33
Year 2	\$ 31.93	\$ 63,732.28	\$ 5,311.02
Year 3	\$ 32.89	\$ 65,644.25	\$ 5,470.35
Year 4	\$ 33.87	\$ 67,613.58	\$ 5,634.46
Year 5	\$ 34.89	\$ 69,641.98	\$ 5,803.50

(Plus Privilege Sales Tax, and NNN charges )

Minimum Monthly Rent abated in months 1 and 13

7. **SECURITY DEPOSIT:** The sum of \$5,156.33 to be paid to Lessor upon Lease execution as security deposit.
8. **RENEWAL OPTION:** Tenant shall have the option to renew the lease for two (2) five (5) year periods.
9. **TENANT IMPROVEMENT ALLOWANCE:** Lessee shall occupy the premises in an "as is" condition.

10450 North 74<sup>th</sup> Street, Suite 220 • Scottsdale, Arizona 85258  
Tel 480.502.9720 • Fax 480.502.9760 • website www.byxbecedevlopment.com

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FILE #7987

**EXHIBIT**

S-14  
ADMITTED

**BYXBEE****10. PERSONAL GUARANTEE:**

Lease to be personally guaranteed by principals of Dem Bonz Barbeque Restaurants, LLC

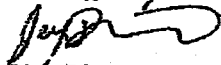
**11. BROKERAGE:**

Landlord and Tenant acknowledge and agree that no brokers have participated in this transaction and that no fees shall be due. Each party shall indemnify the other against claims by any other brokers or finders claiming through the indemnifying party.

This proposal is a detailed outline of the business points under consideration, and is neither an offer nor a contract. Nothing contained herein shall be binding on either party and is intended to specify the terms and conditions of the transaction contemplated herein. The terms outlined in this counter proposal are valid for seven (7) days from the date of this proposal.

I look forward to successful completion of the lease agreement. Please feel free to contact me with any questions regarding this proposal.

Sincerely,



Jerry Bianco  
Asset Manager  
Byxbee Development Partners

cc: FLW/100<sup>th</sup> LLC

**Landlord:**

Approved and Accepted this 1-28-09

Day of JANUARY, 2009

By: 

Its: Manager Member

**Tenant:**

Approved and Accepted this 28th

Day of JANUARY, 2009

By: STEVE ROGAN

Its: 

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FILE #7987